


STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING						FORM 3 AMENDED REPORT <input checked="" type="checkbox"/>				
APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER Three Rivers Federal 35-32-720				
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT WILDCAT				
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME				
6. NAME OF OPERATOR AXIA ENERGY LLC						7. OPERATOR PHONE 720 746-5200				
8. ADDRESS OF OPERATOR 1430 Larimer Ste 400, Denver, CO, 80202						9. OPERATOR E-MAIL rsatre@axiaenergy.com				
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) UTU-88623			11. MINERAL OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>				
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')				
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')				
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>				
20. LOCATION OF WELL	FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN			
LOCATION AT SURFACE	1584 FNL 2640 FWL		SEnw	35	7.0 S	20.0 E	S			
Top of Uppermost Producing Zone	1584 FNL 2204 FWL		SEnw	35	7.0 S	20.0 E	S			
At Total Depth	1584 FNL 2204 FWL		SEnw	35	7.0 S	20.0 E	S			
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 1320			23. NUMBER OF ACRES IN DRILLING UNIT 40				
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 16			26. PROPOSED DEPTH MD: 9055 TVD: 9020				
27. ELEVATION - GROUND LEVEL 4844			28. BOND NUMBER LPM9046683			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 49-2262 - RNI at Green River				
Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	11	8.625	0 - 910	32.0	J-55 LT&C	8.7	Premium Lite High Strength	75	2.97	11.5
							Class G	115	1.16	15.8
PROD	7.875	5.5	0 - 9055	17.0	N-80 LT&C	9.2	Premium Lite High Strength	575	2.31	12.0
ATTACHMENTS										
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES										
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN					
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER					
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP					
NAME Don Hamilton				TITLE Permitting Agent (Buys & Associates, Inc)				PHONE 435 719-2018		
SIGNATURE				DATE 07/26/2012				EMAIL starpoint@etv.net		
API NUMBER ASSIGNED 43047530050000				APPROVAL  Permit Manager						

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers Federal #35-32-720
SENW Sec 35 T7S R20E
Uintah County, Utah

1. **ESTIMATED FORMATION TOPS**

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H ₂ O
Green River*	3,201'	Oil & Associated Gas
Lower Green River*	5,191'	Oil & Associated Gas
Wasatch*	7,020'	Oil & Associated Gas
TD	9,055' (MD) 9,020' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,844'; Asterisks (*) denotes target pay intervals

A) The Bureau of Land Management (BLM) will be notified within 24 hours of spudding the well. The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

2. **CASING PROGRAM**

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	13 3/8				
SURFACE	11	910 ±	8 5/8	32.0	J-55	LTC	0.0609
PRODUCTION	7 7/8	9,055'	5 1/2	17.0	N-80	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
8 5/8	7.921	7.796	2,530	3,930	503,000	417,000
5 1/2	4.892	4.767	6,280	7,740	397,000	348,000

A) The Bureau of Land Management will be notified 24 hours prior to running casing, cementing, and BOPE testing

B) As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part B.1 h:

- a) Prior to drilling out cement, all casing strings will be pressure tested to 0.22 psi/ft of casing length or 1500 psi, whichever is greater, but not to exceed 70% of minimum internal yield. Pressure decline must not be greater than 10% in 30 minutes.

FLOAT EQUIPMENT

SURFACE (8 5/8):

Float Shoe, 1 JNT Casing, Float Collar
Centralizers: 1st 4 Joints: every joint
Remainder: every third joint

PRODUCTION (5 1/2):

Float Shoe, 1 JNT Casing, Float Collar
Centralizers: 1st 4 Joints: every joint
Remainder: every third joint 500' into surface casing

NOTE: 5 1/2" 17# N-80 or equivalent marker collar or casing joints will be placed at the top of the Green River and approximately 400' above the Wasatch.

3. CEMENT PROGRAM

CONDUCTOR (13 3/8):

Ready Mix – Cement to surface

SURFACE (8 5/8):

Cement Top: Surface

Lead: 75 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 cf/sk, 50% excess

Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50% excess

NOTE: The above volumes are based on a gauge-hole + 50% excess.

PRODUCTION (5 1/2):

Cement Top – 2,700'

575 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31 ft³/sk – 20% excess

NOTE: The above volumes are based on gauge hole + 20% excess. Adjustments will be made and volumes will be caliper + 10%.

NOTE: The above volumes are based on a gauged-hole. Adjustments will be made based on caliper.

- A)** For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.
- B)** Cement will not be placed down annulus with a 1" pipe unless BLM is contacted.
- C)** The Bureau of Land Management will be notified 24 hours prior to running casing and cementing.
- D)** As per 43 CFR 3160, Onshore Oil and Gas Order No.2, Drilling Operations, Part B:
 - a) All waiting on cement times shall be adequate to achieve a minimum of 500 psi compressive strength at the casing shoe (minimum of 8 hours) prior to drilling out.
 - b) Prior to drilling out cement, casing will be pressure tested to 1500 psi. Pressure decline must not be greater than 10% (150 psi) in 30 minutes.

4. **PRESSURE CONTROL EQUIPMENT**

- A) The Bureau of Land Management will be notified 24 hours prior to all BOPE pressure tests. The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.
- B) The BOPE shall be closed whenever the well is unattended.
- C) As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part A:
 - a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.
 - b) Choke Manifold:
 - i) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.
 - ii) Two adjustable chokes will be used in the choke manifold.
 - iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.
 - iv) Pressure gauges in the well control system will be designed for drilling fluid.
- D) BOPE Testing:
 - a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.
 - b) All BOP tests will be performed with a test plug in place.
 - c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL	BOP EQUIPMENT
0 – 910 ±	11" Diverter with Rotating Head
910 ± – TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

5. **MUD PROGRAM**

- A) Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.
- B) Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.
 - a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

INTERVAL	MUD WGT	VISC	FLUID LOSS	COMMENTS
SURF – 910 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
910 ± – TD	8.6 – 9.2 ppg	40	NC	DAP/Gel

NOTE: Mud weight increases will be directed by hole conditions.

6. **ABNORMAL CONDITIONS**

- A) No abnormal pressures or temperatures are anticipated.
 - a) Estimated bottom hole pressure at TD will be approximately 3,906 psi (normal pressure gradient: 0.433 psi/ft).
 - b) Estimated maximum surface pressure will be approximately 1,984 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B) No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 910 ±	Lost Circulation Possible
910 ± – TD	Lost Circulation Possible

7. AUXILIARY EQUIPMENT

- A)** Choke Manifold
- B)** Upper and lower kelly cock with handle available
- C)** Stabbing valve
- D)** Safety valve and subs to fit all string connections in use

8. SURVEY & LOGGING PROGRAMS

- A)** Cores: None anticipated.
- B)** Testing: None anticipated.
- C)** Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.
- D)** Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.
- E)** Mud Logs: Computerized 2-person logging unit will catch and describe 10 foot samples from top of Green River Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

9. HAZARDOUS MATERIALS

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities (TPQ), will be used, produced, stored, transported, or disposed of in association with the drilling of this well.

T7S, R20E, S.L.B&M.**AXIA ENERGY**

Well location, THREE RIVERS FEDERAL #35-32-720, located as shown in the SE 1/4 NW 1/4 of Section 35, T7S, R20E, S.L.B.&M., Uintah County, Utah.

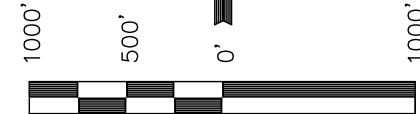
BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N86°20'16"W	436.86'



SCALE

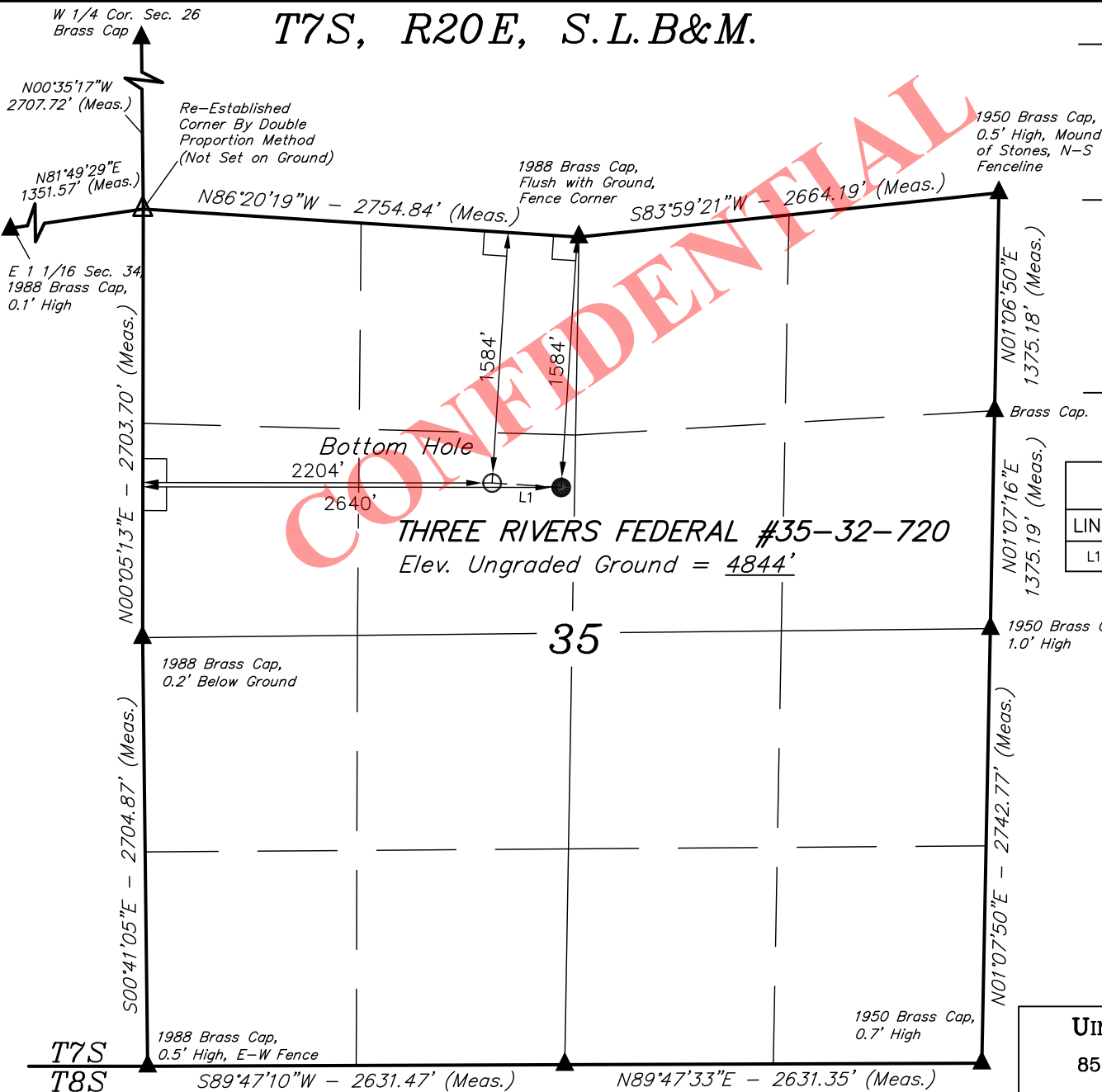
CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 03-27-12	DATE DRAWN: 03-28-12
B.H. A.S. R.L.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE AXIA ENERGY	

**LEGEND:**

△ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

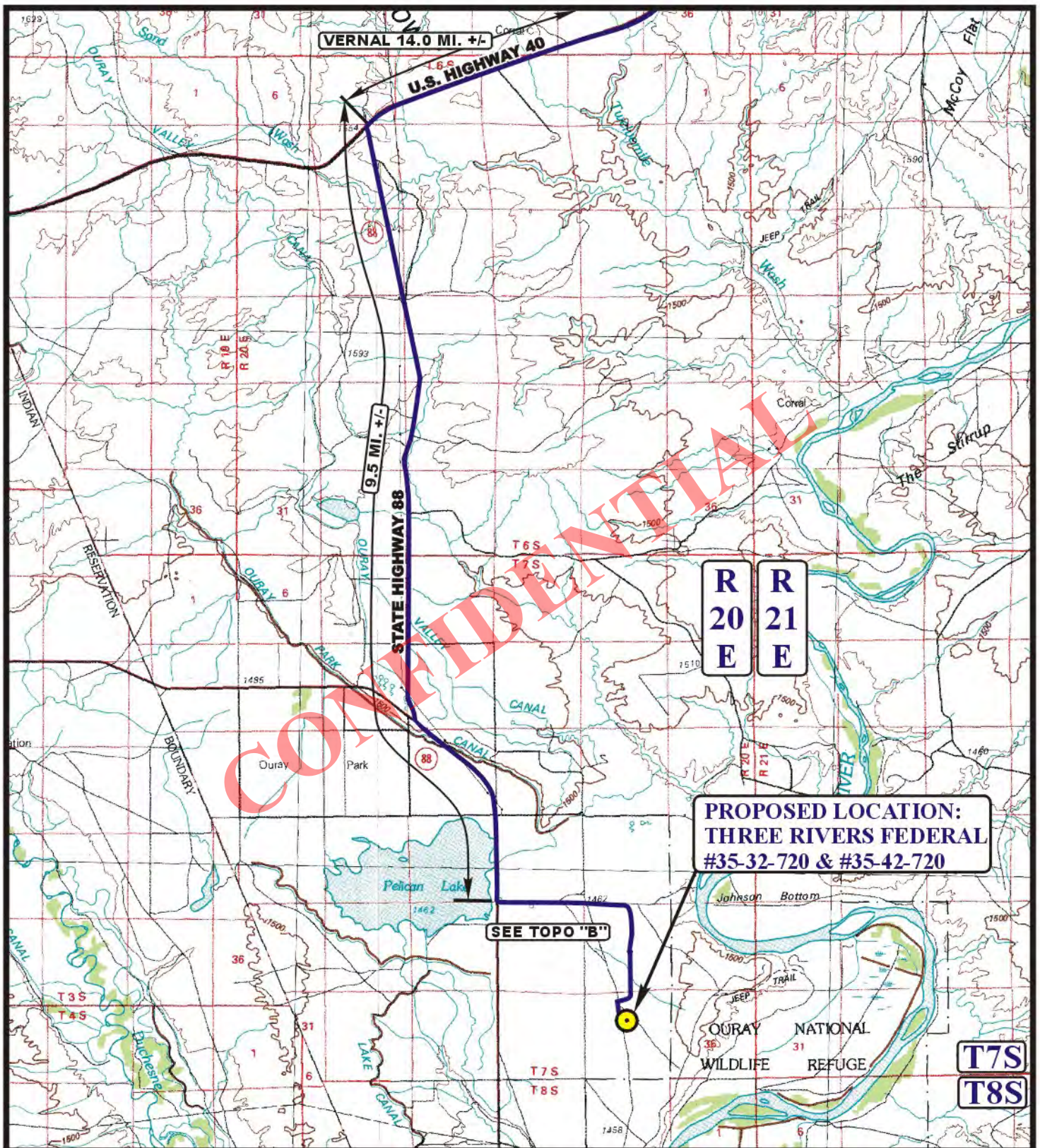
└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°10'09.32" (40.169256)		LATITUDE = 40°10'09.04" (40.169178)	
LONGITUDE = 109°38'15.29" (109.637581)		LONGITUDE = 109°38'09.67" (109.636019)	
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°10'09.45" (40.169292)		LATITUDE = 40°10'09.17" (40.169214)	
LONGITUDE = 109°38'12.79" (109.636886)		LONGITUDE = 109°38'07.17" (109.635325)	

RECEIVED: July 26, 2012



LEGEND:

● PROPOSED LOCATION



AXIA ENERGY

THREE RIVERS FEDERAL
#35-32-720 & #35-42-720
SECTION 35, T7S, R20E, S.L.B.&M.
SE 1/4 NW 1/4



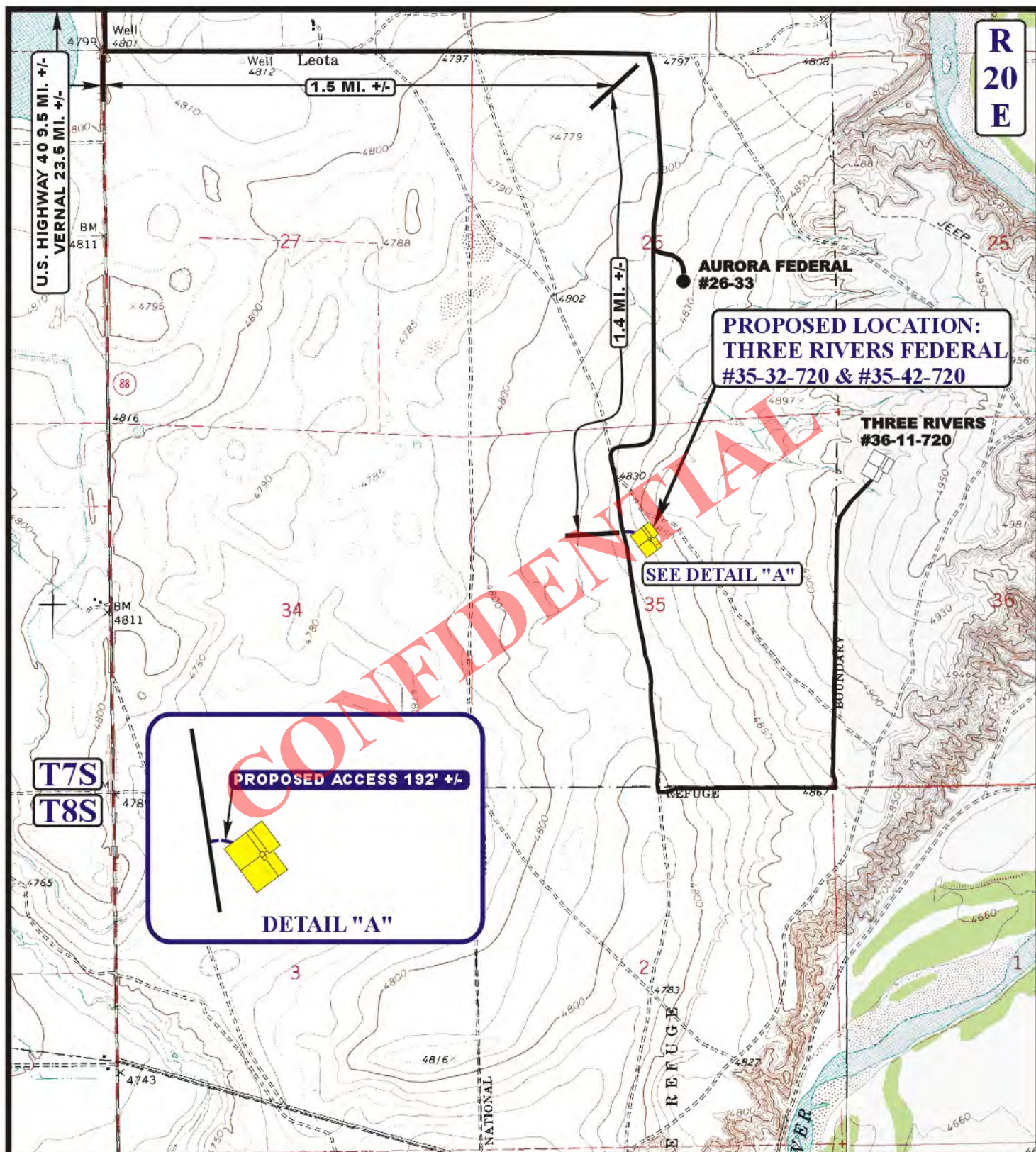
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD
MAP

03 30 12
MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: C.I. REVISED: 00-00-00





LEGEND:

— EXISTING ROAD
 - - - - - PROPOSED ACCESS ROAD



AXIA ENERGY

THREE RIVERS FEDERAL
 #35-32-720 & #35-42-720
 SECTION 35, T7S, R20E, S.L.B.&M.
 SE 1/4 NW 1/4



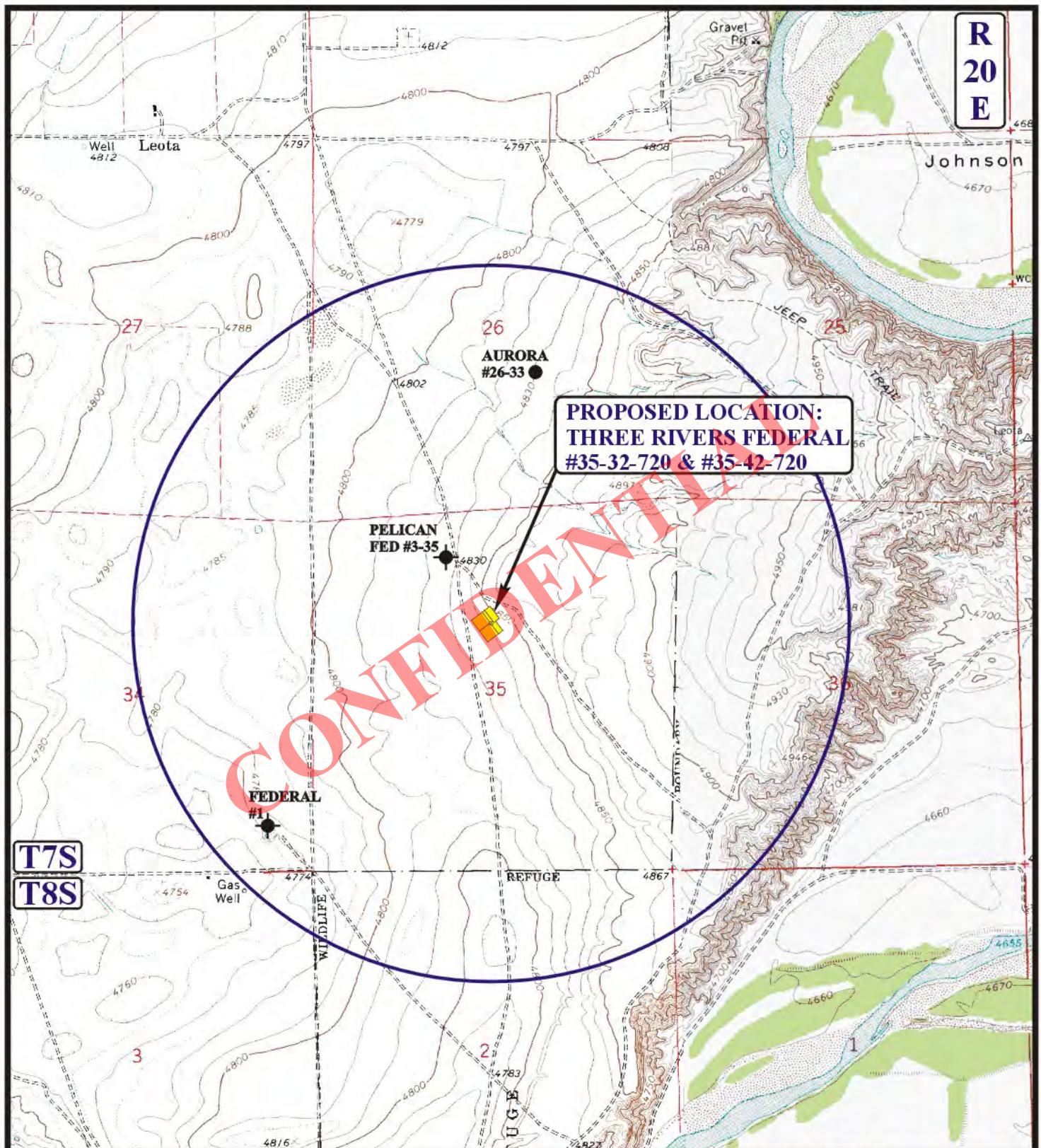
Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD
M A P

03 30 12
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00

B
TOPO



LEGEND:

- | | |
|-------------------|-------------------------|
| ⊗ DISPOSAL WELLS | ⊗ WATER WELLS |
| ● PRODUCING WELLS | ● ABANDONED WELLS |
| ● SHUT IN WELLS | ● TEMPORARILY ABANDONED |



AXIA ENERGY

THREE RIVERS FEDERAL
#35-32-720 & #35-42-720
SECTION 35, T7S, R20E, S.L.B.&M.
SE 1/4 NW 1/4



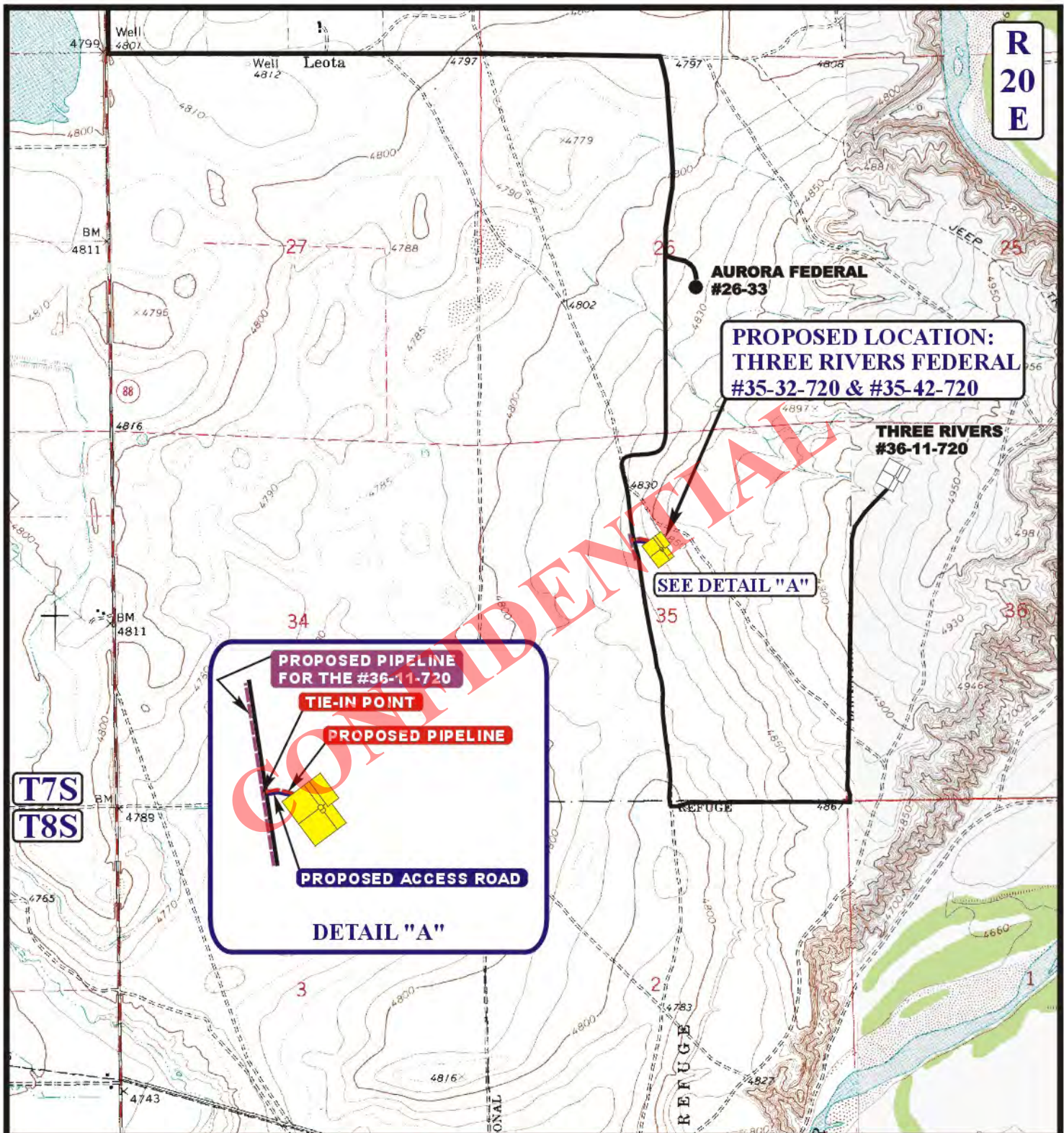
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TOPOGRAPHIC
MAP

03 30 12
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 258' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- - - - - PROPOSED PIPELINE
- - - - - PROPOSED PIPELINE (SERVICING OTHER WELLS)



Utah Engineering & Land Surveying
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AXIA ENERGY

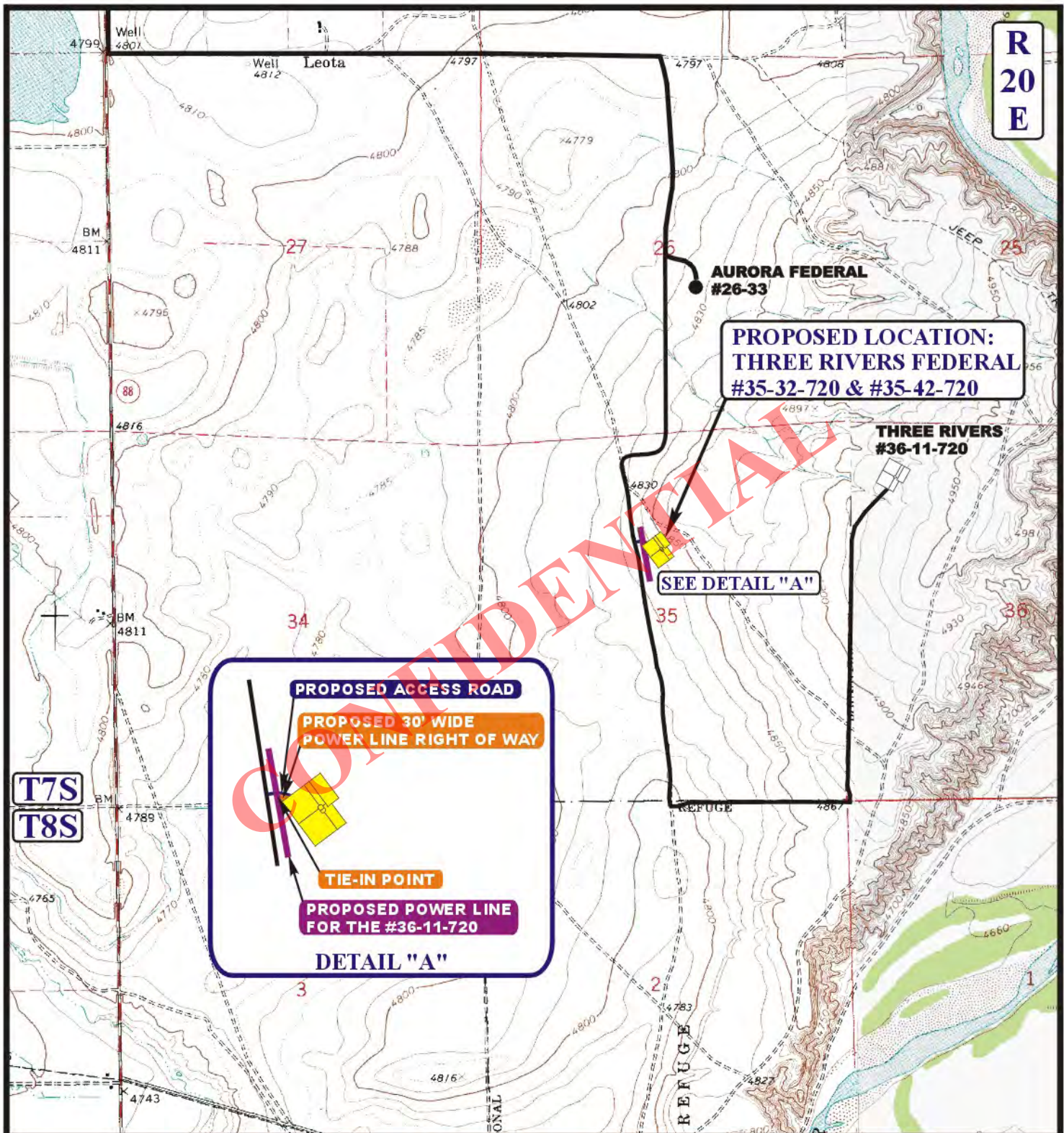
THREE RIVERS FEDERAL
#35-32-720 & #35-42-720
SECTION 35, T7S, R20E, S.L.B.&M.
SE 1/4 NW 1/4

**TOPOGRAPHIC
MAP**

03 30 12
MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: C.I. REVISED: 00-00-00

**D
TOPO**



APPROXIMATE TOTAL POWERLINE DISTANCE = 91' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- - - - - EXISTING POWER LINE



AXIA ENERGY

THREE RIVERS FEDERAL
#35-32-720 & #35-42-720
SECTION 35, T7S, R20E, S.L.B.&M.
SE 1/4 NW 1/4



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TOPOGRAPHIC
MAP

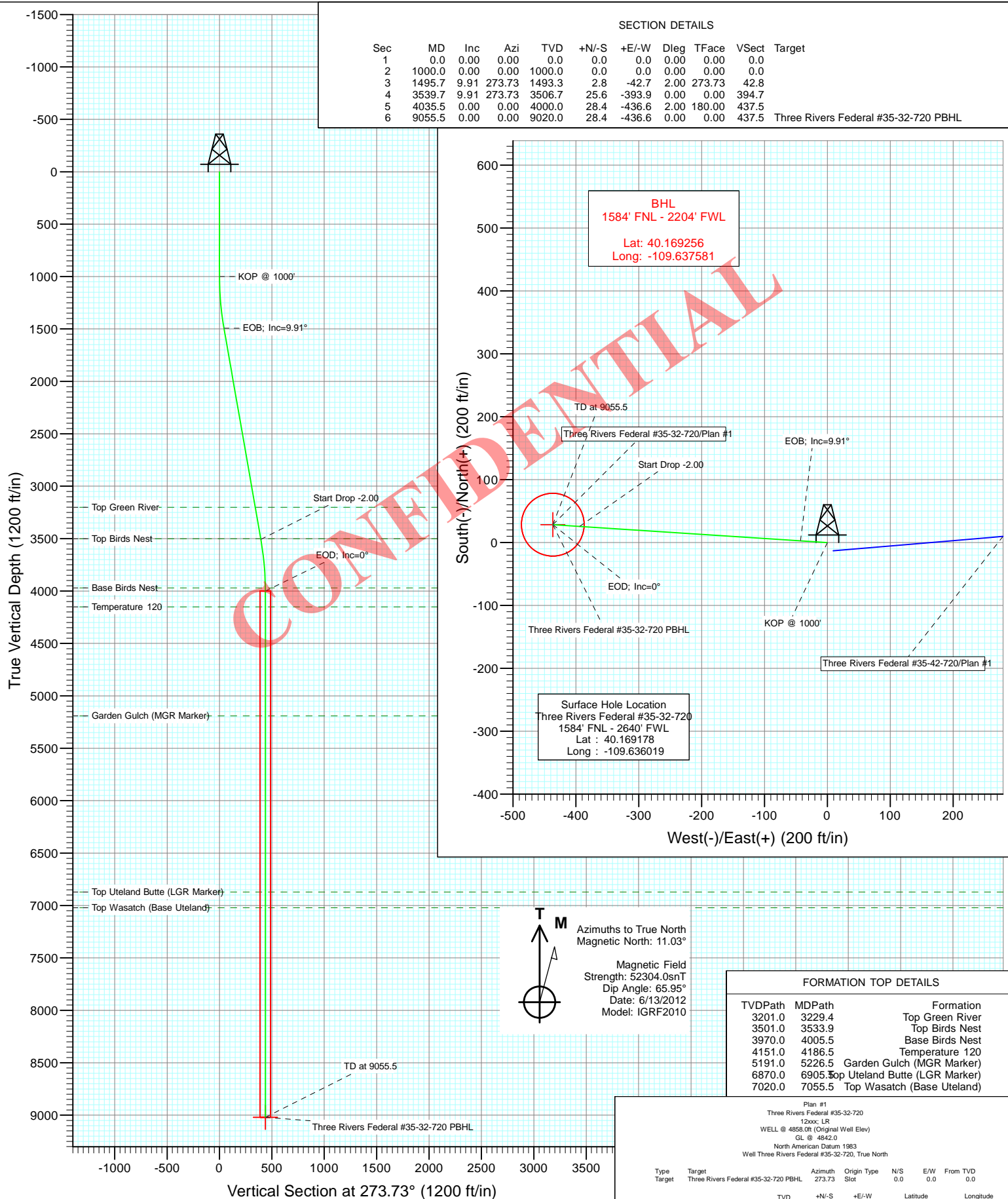
03 30 12
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: C.I. REVISED: 00-00-00

E
TOPO

Axia Energy

Project: Uintah County, UT
 Site: SEC 35-T7S-R20E
 Well: Three Rivers Federal #35-32-720
 Wellbore: DD
 Design: Plan #1



RECEIVED: July 26, 2012

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers Federal #35-32-720
Company:	Axia Energy	TVD Reference:	WELL @ 4858.0ft (Original Well Elev)
Project:	Uintah County, UT	MD Reference:	WELL @ 4858.0ft (Original Well Elev)
Site:	SEC 35-T7S-R20E	North Reference:	True
Well:	Three Rivers Federal #35-32-720	Survey Calculation Method:	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Project	Uintah County, UT		
Map System:	US State Plane 1983	System Datum:	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Northern Zone		

Site		SEC 35-T7S-R20E			
Site Position:		Northing:	3,226,618.84 ft	Latitude:	40.169178
From:	Lat/Long	Easting:	2,161,378.00 ft	Longitude:	-109.636019
Position Uncertainty:	0.0 ft	Slot Radius:	13.200 in	Grid Convergence:	1.23 °

Well	Three Rivers Federal #35-32-720					
Well Position	+N/-S	0.0 ft	Northing:	3,226,618.83 ft	Latitude:	40.169178
	+E/-W	0.0 ft	Easting:	2,161,378.00 ft	Longitude:	-109.636019
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	4,842.0 ft

Wellbore	DD				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	6/13/2012	11.03	65.95	52,304

Design	Plan #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	273.73

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,495.7	9.91	273.73	1,493.3	2.8	-42.7	2.00	2.00	0.00	273.73	
3,539.7	9.91	273.73	3,506.7	25.6	-393.9	0.00	0.00	0.00	0.00	
4,035.5	0.00	0.00	4,000.0	28.4	-436.6	2.00	-2.00	0.00	180.00	
9,055.5	0.00	0.00	9,020.0	28.4	-436.6	0.00	0.00	0.00	0.00	Three Rivers Federal

Planning Report

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Company:	Axia Energy	TVD Reference:	WELL @ 4858.0ft (Original Well Elev)
Project:	Uintah County, UT	MD Reference:	WELL @ 4858.0ft (Original Well Elev)
Site:	SEC 35-T7S-R20E	North Reference:	True
Well:	Three Rivers Federal #35-32-720	Survey Calculation Method:	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	KOP @ 1000'
1,100.0	2.00	273.73	1,100.0	0.1	-1.7	1.7	2.00	2.00	
1,200.0	4.00	273.73	1,199.8	0.5	-7.0	7.0	2.00	2.00	
1,300.0	6.00	273.73	1,299.5	1.0	-15.7	15.7	2.00	2.00	
1,400.0	8.00	273.73	1,398.7	1.8	-27.8	27.9	2.00	2.00	
1,495.7	9.91	273.73	1,493.3	2.8	-42.7	42.8	2.00	2.00	EOB; Inc=9.91°
1,500.0	9.91	273.73	1,497.5	2.8	-43.4	43.5	0.00	0.00	
1,600.0	9.91	273.73	1,596.0	3.9	-60.6	60.7	0.00	0.00	
1,700.0	9.91	273.73	1,694.5	5.1	-77.8	78.0	0.00	0.00	
1,800.0	9.91	273.73	1,793.0	6.2	-95.0	95.2	0.00	0.00	
1,900.0	9.91	273.73	1,891.5	7.3	-112.2	112.4	0.00	0.00	
2,000.0	9.91	273.73	1,990.0	8.4	-129.3	129.6	0.00	0.00	
2,100.0	9.91	273.73	2,088.5	9.5	-146.5	146.8	0.00	0.00	
2,200.0	9.91	273.73	2,187.0	10.7	-163.7	164.0	0.00	0.00	
2,300.0	9.91	273.73	2,285.5	11.8	-180.9	181.3	0.00	0.00	
2,400.0	9.91	273.73	2,384.0	12.9	-198.1	198.5	0.00	0.00	
2,500.0	9.91	273.73	2,482.5	14.0	-215.2	215.7	0.00	0.00	
2,600.0	9.91	273.73	2,581.0	15.1	-232.4	232.9	0.00	0.00	
2,700.0	9.91	273.73	2,679.5	16.3	-249.6	250.1	0.00	0.00	
2,800.0	9.91	273.73	2,778.0	17.4	-266.8	267.4	0.00	0.00	
2,900.0	9.91	273.73	2,876.6	18.5	-284.0	284.6	0.00	0.00	
3,000.0	9.91	273.73	2,975.1	19.6	-301.2	301.8	0.00	0.00	
3,100.0	9.91	273.73	3,073.6	20.7	-318.3	319.0	0.00	0.00	
3,200.0	9.91	273.73	3,172.1	21.8	-335.5	336.2	0.00	0.00	
3,229.4	9.91	273.73	3,201.0	22.2	-340.6	341.3	0.00	0.00	Top Green River
3,300.0	9.91	273.73	3,270.6	23.0	-352.7	353.5	0.00	0.00	
3,400.0	9.91	273.73	3,369.1	24.1	-369.9	370.7	0.00	0.00	
3,500.0	9.91	273.73	3,467.6	25.2	-387.1	387.9	0.00	0.00	
3,533.9	9.91	273.73	3,501.0	25.6	-392.9	393.7	0.00	0.00	Top Birds Nest
3,539.7	9.91	273.73	3,506.7	25.6	-393.9	394.7	0.00	0.00	Start Drop -2.00
3,600.0	8.71	273.73	3,566.2	26.3	-403.6	404.5	2.00	-2.00	
3,700.0	6.71	273.73	3,665.3	27.2	-417.0	417.9	2.00	-2.00	
3,800.0	4.71	273.73	3,764.8	27.8	-426.9	427.8	2.00	-2.00	
3,900.0	2.71	273.73	3,864.6	28.2	-433.4	434.3	2.00	-2.00	
4,000.0	0.71	273.73	3,964.5	28.4	-436.4	437.3	2.00	-2.00	
4,005.5	0.60	273.73	3,970.0	28.4	-436.4	437.4	2.00	-2.00	Base Birds Nest
4,035.5	0.00	0.00	4,000.0	28.4	-436.6	437.5	2.00	-2.00	EOD; Inc=0°
4,100.0	0.00	0.00	4,064.5	28.4	-436.6	437.5	0.00	0.00	
4,186.5	0.00	0.00	4,151.0	28.4	-436.6	437.5	0.00	0.00	Temperature 120
4,200.0	0.00	0.00	4,164.5	28.4	-436.6	437.5	0.00	0.00	
4,300.0	0.00	0.00	4,264.5	28.4	-436.6	437.5	0.00	0.00	
4,400.0	0.00	0.00	4,364.5	28.4	-436.6	437.5	0.00	0.00	

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers Federal #35-32-720
Company:	Axia Energy	TVD Reference:	WELL @ 4858.0ft (Original Well Elev)
Project:	Uintah County, UT	MD Reference:	WELL @ 4858.0ft (Original Well Elev)
Site:	SEC 35-T7S-R20E	North Reference:	True
Well:	Three Rivers Federal #35-32-720	Survey Calculation Method:	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
4,500.0	0.00	0.00	4,464.5	28.4	-436.6	437.5	0.00	0.00	
4,600.0	0.00	0.00	4,564.5	28.4	-436.6	437.5	0.00	0.00	
4,700.0	0.00	0.00	4,664.5	28.4	-436.6	437.5	0.00	0.00	
4,800.0	0.00	0.00	4,764.5	28.4	-436.6	437.5	0.00	0.00	
4,900.0	0.00	0.00	4,864.5	28.4	-436.6	437.5	0.00	0.00	
5,000.0	0.00	0.00	4,964.5	28.4	-436.6	437.5	0.00	0.00	
5,100.0	0.00	0.00	5,064.5	28.4	-436.6	437.5	0.00	0.00	
5,200.0	0.00	0.00	5,164.5	28.4	-436.6	437.5	0.00	0.00	
5,226.5	0.00	0.00	5,191.0	28.4	-436.6	437.5	0.00	0.00	Garden Gulch (MGR Marker)
5,300.0	0.00	0.00	5,264.5	28.4	-436.6	437.5	0.00	0.00	
5,400.0	0.00	0.00	5,364.5	28.4	-436.6	437.5	0.00	0.00	
5,500.0	0.00	0.00	5,464.5	28.4	-436.6	437.5	0.00	0.00	
5,600.0	0.00	0.00	5,564.5	28.4	-436.6	437.5	0.00	0.00	
5,700.0	0.00	0.00	5,664.5	28.4	-436.6	437.5	0.00	0.00	
5,800.0	0.00	0.00	5,764.5	28.4	-436.6	437.5	0.00	0.00	
5,900.0	0.00	0.00	5,864.5	28.4	-436.6	437.5	0.00	0.00	
6,000.0	0.00	0.00	5,964.5	28.4	-436.6	437.5	0.00	0.00	
6,100.0	0.00	0.00	6,064.5	28.4	-436.6	437.5	0.00	0.00	
6,200.0	0.00	0.00	6,164.5	28.4	-436.6	437.5	0.00	0.00	
6,300.0	0.00	0.00	6,264.5	28.4	-436.6	437.5	0.00	0.00	
6,400.0	0.00	0.00	6,364.5	28.4	-436.6	437.5	0.00	0.00	
6,500.0	0.00	0.00	6,464.5	28.4	-436.6	437.5	0.00	0.00	
6,600.0	0.00	0.00	6,564.5	28.4	-436.6	437.5	0.00	0.00	
6,700.0	0.00	0.00	6,664.5	28.4	-436.6	437.5	0.00	0.00	
6,800.0	0.00	0.00	6,764.5	28.4	-436.6	437.5	0.00	0.00	
6,900.0	0.00	0.00	6,864.5	28.4	-436.6	437.5	0.00	0.00	
6,905.5	0.00	0.00	6,870.0	28.4	-436.6	437.5	0.00	0.00	Top Uteland Butte (LGR Marker)
7,000.0	0.00	0.00	6,964.5	28.4	-436.6	437.5	0.00	0.00	
7,055.5	0.00	0.00	7,020.0	28.4	-436.6	437.5	0.00	0.00	Top Wasatch (Base Uteland)
7,100.0	0.00	0.00	7,064.5	28.4	-436.6	437.5	0.00	0.00	
7,200.0	0.00	0.00	7,164.5	28.4	-436.6	437.5	0.00	0.00	
7,300.0	0.00	0.00	7,264.5	28.4	-436.6	437.5	0.00	0.00	
7,400.0	0.00	0.00	7,364.5	28.4	-436.6	437.5	0.00	0.00	
7,500.0	0.00	0.00	7,464.5	28.4	-436.6	437.5	0.00	0.00	
7,600.0	0.00	0.00	7,564.5	28.4	-436.6	437.5	0.00	0.00	
7,700.0	0.00	0.00	7,664.5	28.4	-436.6	437.5	0.00	0.00	
7,800.0	0.00	0.00	7,764.5	28.4	-436.6	437.5	0.00	0.00	
7,900.0	0.00	0.00	7,864.5	28.4	-436.6	437.5	0.00	0.00	
8,000.0	0.00	0.00	7,964.5	28.4	-436.6	437.5	0.00	0.00	
8,100.0	0.00	0.00	8,064.5	28.4	-436.6	437.5	0.00	0.00	
8,200.0	0.00	0.00	8,164.5	28.4	-436.6	437.5	0.00	0.00	
8,300.0	0.00	0.00	8,264.5	28.4	-436.6	437.5	0.00	0.00	
8,400.0	0.00	0.00	8,364.5	28.4	-436.6	437.5	0.00	0.00	
8,500.0	0.00	0.00	8,464.5	28.4	-436.6	437.5	0.00	0.00	
8,600.0	0.00	0.00	8,564.5	28.4	-436.6	437.5	0.00	0.00	
8,700.0	0.00	0.00	8,664.5	28.4	-436.6	437.5	0.00	0.00	
8,800.0	0.00	0.00	8,764.5	28.4	-436.6	437.5	0.00	0.00	
8,900.0	0.00	0.00	8,864.5	28.4	-436.6	437.5	0.00	0.00	
9,000.0	0.00	0.00	8,964.5	28.4	-436.6	437.5	0.00	0.00	
9,055.5	0.00	0.00	9,020.0	28.4	-436.6	437.5	0.00	0.00	TD at 9055.5 - Three Rivers Federal #35-32-720

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers Federal #35-32-720
Company:	Axia Energy	TVD Reference:	WELL @ 4858.0ft (Original Well Elev)
Project:	Uintah County, UT	MD Reference:	WELL @ 4858.0ft (Original Well Elev)
Site:	SEC 35-T7S-R20E	North Reference:	True
Well:	Three Rivers Federal #35-32-720	Survey Calculation Method:	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Targets									
Target Name									
- hit/miss target	Dip Angle	Dip Dir.	TVD	+N/-S	+E/-W	Northing	Easting	Latitude	Longitude
- Shape	(°)	(°)	(ft)	(ft)	(ft)	(ft)	(ft)		
Three Rivers Federal #3	0.00	0.00	9,020.0	28.4	-436.6	3,226,637.89	2,160,940.90	40.169256	-109.637581
- plan hits target center									
- Circle (radius 50.0)									

Formations						
Measured Depth	Vertical Depth	Name	Lithology	Dip	Dip Direction	
(ft)	(ft)			(°)	(°)	
3,229.4	3,201.0	Top Green River				
3,533.9	3,501.0	Top Birds Nest				
4,005.5	3,970.0	Base Birds Nest				
4,186.5	4,151.0	Temperature 120				
5,226.5	5,191.0	Garden Gulch (MGR Marker)				
6,905.5	6,870.0	Top Uteland Butte (LGR Marker)				
7,055.5	7,020.0	Top Wasatch (Base Uteland)				

Plan Annotations				
Measured Depth	Vertical Depth	Local Coordinates		Comment
(ft)	(ft)	+N/-S (ft)	+E/-W (ft)	
1,000.0	1,000.0	0.0	0.0	KOP @ 1000'
1,495.7	1,493.3	2.8	-42.7	EOB; Inc=9.91°
3,539.7	3,506.7	25.6	-393.9	Start Drop -2.00
4,035.5	4,000.0	28.4	-436.6	EOD; Inc=0°
9,055.5	9,020.0	28.4	-436.6	TD at 9055.5

Axia Energy

Uintah County, UT

SEC 35-T7S-R20E

Three Rivers Federal #35-32-720

DD

Plan #1

Anticollision Report

13 June, 2012

Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers Federal #35-32-720
Project:	Uintah County, UT	TVD Reference:	WELL @ 4858.0ft (Original Well Elev)
Reference Site:	SEC 35-T7S-R20E	MD Reference:	WELL @ 4858.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers Federal #35-32-720	Survey Calculation Method:	Minimum Curvature
Well Error:	0.0ft	Output errors are at	2.00 sigma
Reference Wellbore	DD	Database:	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	Offset TVD Reference:	Offset Datum

Reference	Plan #1		
Filter type:	GLOBAL FILTER APPLIED: All wellpaths within 200'+ 100/1000 of reference		
Interpolation Method:	MD Interval 100.0ft	Error Model:	ISCWSA
Depth Range:	Unlimited	Scan Method:	Closest Approach 3D
Results Limited by:	Maximum center-center distance of 1,105.5ft	Error Surface:	Elliptical Conic
Warning Levels Evaluated at:	2.00 Sigma		

Survey Tool Program		Date	6/13/2012		
From (ft)	To (ft)	Survey (Wellbore)	Tool Name	Description	
0.0	9,055.5	Plan #1 (DD)	MWD	Geolink MWD	

Summary							
Site Name	Reference Measured Depth (ft)	Offset Measured Depth (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Separation Factor	Warning	
Offset Well - Wellbore - Design							
SEC 35-T7S-R20E							
Three Rivers Federal #35-42-720 - DD - Plan #1	1,000.0	1,000.0	16.0	12.6	4.670	CC, ES, SF	

Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers Federal #35-32-720
Project:	Uintah County, UT	TVD Reference:	WELL @ 4858.0ft (Original Well Elev)
Reference Site:	SEC 35-T7S-R20E	MD Reference:	WELL @ 4858.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers Federal #35-32-720	Survey Calculation Method:	Minimum Curvature
Well Error:	0.0ft	Output errors are at	2.00 sigma
Reference Wellbore	DD	Database:	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	Offset TVD Reference:	Offset Datum

Offset Design SEC 35-T7S-R20E - Three Rivers Federal #35-42-720 - DD - Plan #1														Offset Site Error:	0.0 ft
Survey Program: O-MWD														Offset Well Error:	0.0 ft
Reference		Offset		Semi Major Axis		Distance		Total		Separation		Warning			
Measured Depth (ft)	Vertical Depth (ft)	Measured Depth (ft)	Vertical Depth (ft)	Reference (ft)	Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	+E/-W (ft)	Between Centres (ft)	Between Ellipses (ft)	Uncertainty Axis	Factor			
0.0	0.0	0.0	0.0	0.0	0.0	144.90	-13.1	9.2	16.0						
100.0	100.0	100.0	100.0	0.1	0.1	144.90	-13.1	9.2	16.0	15.7	0.29	54.710			
200.0	200.0	200.0	200.0	0.3	0.3	144.90	-13.1	9.2	16.0	15.4	0.64	24.976			
300.0	300.0	300.0	300.0	0.5	0.5	144.90	-13.1	9.2	16.0	15.1	0.99	16.182			
400.0	400.0	400.0	400.0	0.7	0.7	144.90	-13.1	9.2	16.0	14.7	1.34	11.968			
500.0	500.0	500.0	500.0	0.8	0.8	144.90	-13.1	9.2	16.0	14.4	1.69	9.495			
600.0	600.0	600.0	600.0	1.0	1.0	144.90	-13.1	9.2	16.0	14.0	2.04	7.869			
700.0	700.0	700.0	700.0	1.2	1.2	144.90	-13.1	9.2	16.0	13.7	2.39	6.719			
800.0	800.0	800.0	800.0	1.4	1.4	144.90	-13.1	9.2	16.0	13.3	2.74	5.862			
900.0	900.0	900.0	900.0	1.5	1.5	144.90	-13.1	9.2	16.0	13.0	3.09	5.199			
1,000.0	1,000.0	1,000.0	1,000.0	1.7	1.7	144.90	-13.1	9.2	16.0	12.6	3.43	4.670 CC, ES, SF			
1,100.0	1,100.0	1,099.6	1,099.6	1.9	1.9	-137.79	-13.0	10.9	18.2	14.5	3.78	4.820			
1,200.0	1,199.8	1,198.5	1,198.3	2.1	2.1	-154.14	-12.5	16.1	26.5	22.4	4.13	6.416			
1,300.0	1,299.5	1,295.9	1,295.4	2.3	2.3	-165.74	-11.8	24.4	42.3	37.8	4.47	9.473			
1,400.0	1,398.7	1,391.3	1,390.1	2.5	2.5	-172.24	-10.9	35.8	65.5	60.7	4.79	13.657			
1,500.0	1,497.5	1,484.1	1,481.8	2.7	2.7	-175.91	-9.7	49.9	95.4	90.3	5.11	18.679			
1,600.0	1,596.0	1,574.3	1,570.5	3.0	3.0	-178.14	-8.3	66.4	130.1	124.7	5.44	23.924			
1,700.0	1,694.5	1,665.7	1,659.8	3.3	3.3	-179.59	-6.7	85.3	167.2	161.4	5.77	28.976			
1,800.0	1,793.0	1,758.4	1,750.5	3.6	3.6	179.46	-5.0	104.7	204.5	198.4	6.10	33.506			
1,900.0	1,891.5	1,851.1	1,841.2	3.9	3.9	178.80	-3.4	124.1	241.8	235.4	6.44	37.572			
2,000.0	1,990.0	1,943.9	1,931.8	4.2	4.2	178.32	-1.7	143.5	279.1	272.4	6.77	41.241			
2,100.0	2,088.5	2,036.6	2,022.5	4.6	4.6	177.95	-0.1	162.9	316.5	309.4	7.10	44.566			
2,200.0	2,187.0	2,129.4	2,113.2	4.9	4.9	177.66	1.5	182.3	353.9	346.4	7.44	47.595			
2,300.0	2,285.5	2,222.1	2,203.9	5.2	5.3	177.43	3.2	201.7	391.2	383.5	7.77	50.365			
2,400.0	2,384.0	2,314.8	2,294.6	5.5	5.6	177.23	4.8	221.0	428.6	420.5	8.10	52.907			
2,500.0	2,482.5	2,407.6	2,385.2	5.9	6.0	177.07	6.5	240.4	466.0	457.6	8.43	55.248			
2,600.0	2,581.0	2,500.3	2,475.9	6.2	6.4	176.93	8.1	259.8	503.4	494.6	8.77	57.412			
2,700.0	2,679.5	2,593.1	2,566.6	6.5	6.7	176.81	9.8	279.2	540.8	531.7	9.10	59.417			
2,800.0	2,778.0	2,685.8	2,657.3	6.9	7.1	176.71	11.4	298.6	578.2	568.7	9.43	61.281			
2,900.0	2,876.6	2,778.5	2,747.9	7.2	7.5	176.62	13.1	318.0	615.6	605.8	9.77	63.018			
3,000.0	2,975.1	2,871.3	2,838.6	7.6	7.8	176.54	14.7	337.4	653.0	642.9	10.10	64.640			
3,100.0	3,073.6	2,964.0	2,929.3	7.9	8.2	176.46	16.3	356.8	690.4	679.9	10.44	66.158			
3,200.0	3,172.1	3,056.8	3,020.0	8.3	8.6	176.40	18.0	376.2	727.8	717.0	10.77	67.583			
3,300.0	3,270.6	3,149.5	3,110.6	8.6	9.0	176.34	19.6	395.5	765.2	754.1	11.10	68.922			
3,400.0	3,369.1	3,242.3	3,201.3	8.9	9.3	176.29	21.3	414.9	802.6	791.1	11.44	70.183			
3,500.0	3,467.6	3,335.0	3,292.0	9.3	9.7	176.24	22.9	434.3	840.0	828.2	11.77	71.372			
3,600.0	3,566.2	3,428.0	3,382.9	9.6	10.1	176.22	24.6	453.8	876.8	864.6	12.13	72.276			
3,700.0	3,665.3	3,558.0	3,510.5	9.9	10.5	176.20	26.7	478.7	909.0	896.5	12.57	72.326			
3,800.0	3,764.8	3,700.8	3,651.7	10.1	11.0	176.18	28.5	499.5	933.4	920.3	13.02	71.682			
3,900.0	3,864.6	3,847.6	3,797.8	10.3	11.3	176.17	29.6	513.6	949.4	935.9	13.47	70.469			
4,000.0	3,964.5	3,996.8	3,946.8	10.4	11.5	176.17	30.2	520.2	956.8	942.9	13.92	68.746			
4,100.0	4,064.5	4,114.5	4,064.5	10.5	11.6	89.89	30.3	520.7	957.3	943.0	14.30	66.952			
4,200.0	4,164.5	4,214.5	4,164.5	10.6	11.7	89.89	30.3	520.7	957.3	942.7	14.65	65.359			
4,300.0	4,264.5	4,314.5	4,264.5	10.8	11.8	89.89	30.3	520.7	957.3	942.3	15.00	63.839			
4,400.0	4,364.5	4,414.5	4,364.5	10.9	11.9	89.89	30.3	520.7	957.3	942.0	15.34	62.388			
4,500.0	4,464.5	4,514.5	4,464.5	11.0	12.0	89.89	30.3	520.7	957.3	941.6	15.69	61.002			
4,600.0	4,564.5	4,614.5	4,564.5	11.1	12.2	89.89	30.3	520.7	957.3	941.3	16.04	59.676			
4,700.0	4,664.5	4,714.5	4,664.5	11.3	12.3	89.89	30.3	520.7	957.3	940.9	16.39	58.406			
4,800.0	4,764.5	4,814.5	4,764.5	11.4	12.4	89.89	30.3	520.7	957.3	940.6	16.74	57.189			
4,900.0	4,864.5	4,914.5	4,864.5	11.5	12.5	89.89	30.3	520.7	957.3	940.2	17.09	56.022			
5,000.0	4,964.5	5,014.5	4,964.5	11.6	12.6	89.89	30.3	520.7	957.3	939.9	17.44	54.902			
5,100.0	5,064.5	5,114.5	5,064.5	11.8	12.8	89.89	30.3	520.7	957.3	939.5	17.79	53.825			

CC - Min centre to center distance or convergent point, SF - min separation factor, ES - min ellipse separation

Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers Federal #35-32-720
Project:	Uintah County, UT	TVD Reference:	WELL @ 4858.0ft (Original Well Elev)
Reference Site:	SEC 35-T7S-R20E	MD Reference:	WELL @ 4858.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers Federal #35-32-720	Survey Calculation Method:	Minimum Curvature
Well Error:	0.0ft	Output errors are at	2.00 sigma
Reference Wellbore	DD	Database:	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	Offset TVD Reference:	Offset Datum

Offset Design SEC 35-T7S-R20E - Three Rivers Federal #35-42-720 - DD - Plan #1												Offset Site Error:	0.0 ft
Survey Program: 0-MWD												Offset Well Error:	0.0 ft
Reference		Offset		Semi Major Axis		Highside Toolface (°)	Distance		Total Uncertainty Axis	Separation Factor	Warning		
Measured Depth (ft)	Vertical Depth (ft)	Measured Depth (ft)	Vertical Depth (ft)	Reference (ft)	Offset (ft)		Offset Wellbore Centre +N/-S (ft)	+E/-W (ft)					
5,200.0	5,164.5	5,214.5	5,164.5	11.9	12.9	89.89	30.3	520.7	957.3	939.2	18.13	52.790	
5,300.0	5,264.5	5,314.5	5,264.5	12.0	13.0	89.89	30.3	520.7	957.3	938.8	18.48	51.794	
5,400.0	5,364.5	5,414.5	5,364.5	12.2	13.1	89.89	30.3	520.7	957.3	938.5	18.83	50.834	
5,500.0	5,464.5	5,514.5	5,464.5	12.3	13.3	89.89	30.3	520.7	957.3	938.1	19.18	49.910	
5,600.0	5,564.5	5,614.5	5,564.5	12.5	13.4	89.89	30.3	520.7	957.3	937.8	19.53	49.018	
5,700.0	5,664.5	5,714.5	5,664.5	12.6	13.5	89.89	30.3	520.7	957.3	937.4	19.88	48.158	
5,800.0	5,764.5	5,814.5	5,764.5	12.7	13.6	89.89	30.3	520.7	957.3	937.1	20.23	47.327	
5,900.0	5,864.5	5,914.5	5,864.5	12.9	13.8	89.89	30.3	520.7	957.3	936.7	20.58	46.525	
6,000.0	5,964.5	6,014.5	5,964.5	13.0	13.9	89.89	30.3	520.7	957.3	936.4	20.93	45.749	
6,100.0	6,064.5	6,114.5	6,064.5	13.1	14.0	89.89	30.3	520.7	957.3	936.0	21.27	44.999	
6,200.0	6,164.5	6,214.5	6,164.5	13.3	14.2	89.89	30.3	520.7	957.3	935.7	21.62	44.273	
6,300.0	6,264.5	6,314.5	6,264.5	13.4	14.3	89.89	30.3	520.7	957.3	935.3	21.97	43.570	
6,400.0	6,364.5	6,414.5	6,364.5	13.6	14.4	89.89	30.3	520.7	957.3	935.0	22.32	42.889	
6,500.0	6,464.5	6,514.5	6,464.5	13.7	14.6	89.89	30.3	520.7	957.3	934.6	22.67	42.229	
6,600.0	6,564.5	6,614.5	6,564.5	13.9	14.7	89.89	30.3	520.7	957.3	934.3	23.02	41.589	
6,700.0	6,664.5	6,714.5	6,664.5	14.0	14.8	89.89	30.3	520.7	957.3	933.9	23.37	40.968	
6,800.0	6,764.5	6,814.5	6,764.5	14.1	15.0	89.89	30.3	520.7	957.3	933.6	23.72	40.365	
6,900.0	6,864.5	6,914.5	6,864.5	14.3	15.1	89.89	30.3	520.7	957.3	933.3	24.07	39.780	
7,000.0	6,964.5	7,014.5	6,964.5	14.4	15.3	89.89	30.3	520.7	957.3	932.9	24.41	39.211	
7,100.0	7,064.5	7,114.5	7,064.5	14.6	15.4	89.89	30.3	520.7	957.3	932.6	24.76	38.659	
7,200.0	7,164.5	7,214.5	7,164.5	14.7	15.5	89.89	30.3	520.7	957.3	932.2	25.11	38.122	
7,300.0	7,264.5	7,314.5	7,264.5	14.9	15.7	89.89	30.3	520.7	957.3	931.9	25.46	37.599	
7,400.0	7,364.5	7,414.5	7,364.5	15.0	15.8	89.89	30.3	520.7	957.3	931.5	25.81	37.091	
7,500.0	7,464.5	7,514.5	7,464.5	15.2	16.0	89.89	30.3	520.7	957.3	931.2	26.16	36.596	
7,600.0	7,564.5	7,614.5	7,564.5	15.3	16.1	89.89	30.3	520.7	957.3	930.8	26.51	36.115	
7,700.0	7,664.5	7,714.5	7,664.5	15.5	16.3	89.89	30.3	520.7	957.3	930.5	26.86	35.645	
7,800.0	7,764.5	7,814.5	7,764.5	15.6	16.4	89.89	30.3	520.7	957.3	930.1	27.21	35.188	
7,900.0	7,864.5	7,914.5	7,864.5	15.8	16.5	89.89	30.3	520.7	957.3	929.8	27.55	34.743	
8,000.0	7,964.5	8,014.5	7,964.5	15.9	16.7	89.89	30.3	520.7	957.3	929.4	27.90	34.308	
8,100.0	8,064.5	8,114.5	8,064.5	16.1	16.8	89.89	30.3	520.7	957.3	929.1	28.25	33.884	
8,200.0	8,164.5	8,214.5	8,164.5	16.2	17.0	89.89	30.3	520.7	957.3	928.7	28.60	33.471	
8,300.0	8,264.5	8,314.5	8,264.5	16.4	17.1	89.89	30.3	520.7	957.3	928.4	28.95	33.067	
8,400.0	8,364.5	8,414.5	8,364.5	16.6	17.3	89.89	30.3	520.7	957.3	928.0	29.30	32.674	
8,500.0	8,464.5	8,514.5	8,464.5	16.7	17.4	89.89	30.3	520.7	957.3	927.7	29.65	32.289	
8,600.0	8,564.5	8,614.5	8,564.5	16.9	17.6	89.89	30.3	520.7	957.3	927.3	30.00	31.913	
8,700.0	8,664.5	8,714.5	8,664.5	17.0	17.7	89.89	30.3	520.7	957.3	927.0	30.35	31.546	
8,800.0	8,764.5	8,814.5	8,764.5	17.2	17.9	89.89	30.3	520.7	957.3	926.6	30.70	31.188	
8,900.0	8,864.5	8,914.5	8,864.5	17.3	18.0	89.89	30.3	520.7	957.3	926.3	31.04	30.837	
9,000.0	8,964.5	9,014.5	8,964.5	17.5	18.2	89.89	30.3	520.7	957.3	925.9	31.39	30.494	
9,032.4	8,996.9	9,046.9	8,996.9	17.5	18.2	89.89	30.3	520.7	957.3	925.8	31.51	30.385	
9,055.5	9,020.0	9,058.9	9,009.0	17.6	18.2	89.89	30.3	520.7	957.4	925.8	31.57	30.328	

Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers Federal #35-32-720
Project:	Uintah County, UT	TVD Reference:	WELL @ 4858.0ft (Original Well Elev)
Reference Site:	SEC 35-T7S-R20E	MD Reference:	WELL @ 4858.0ft (Original Well Elev)
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Reference Well:	Three Rivers Federal #35-32-720	Survey Calculation Method:	Minimum Curvature
Well Error:	0.0ft	Output errors are at	2.00 sigma
Reference Wellbore	DD	Database:	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	Offset TVD Reference:	Offset Datum

Reference Depths are relative to WELL @ 4858.0ft (Original Well Elev)

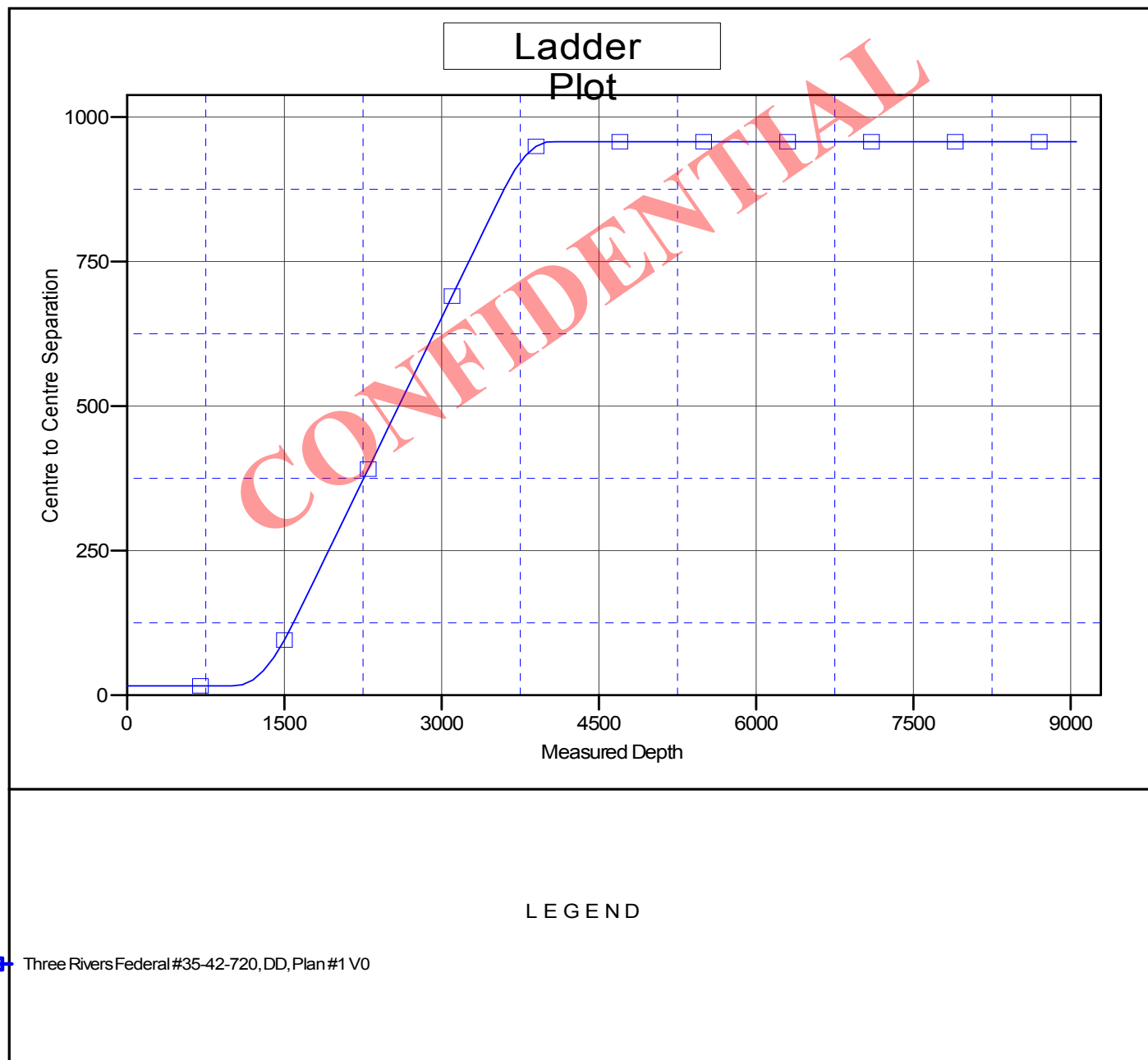
Offset Depths are relative to Offset Datum

Central Meridian is -111.500000 °

Coordinates are relative to: Three Rivers Federal #35-32-720

Coordinate System is US State Plane 1983, Utah Northern Zone

Grid Convergence at Surface is: 1.23°



BOP Equipment

3000psi WP

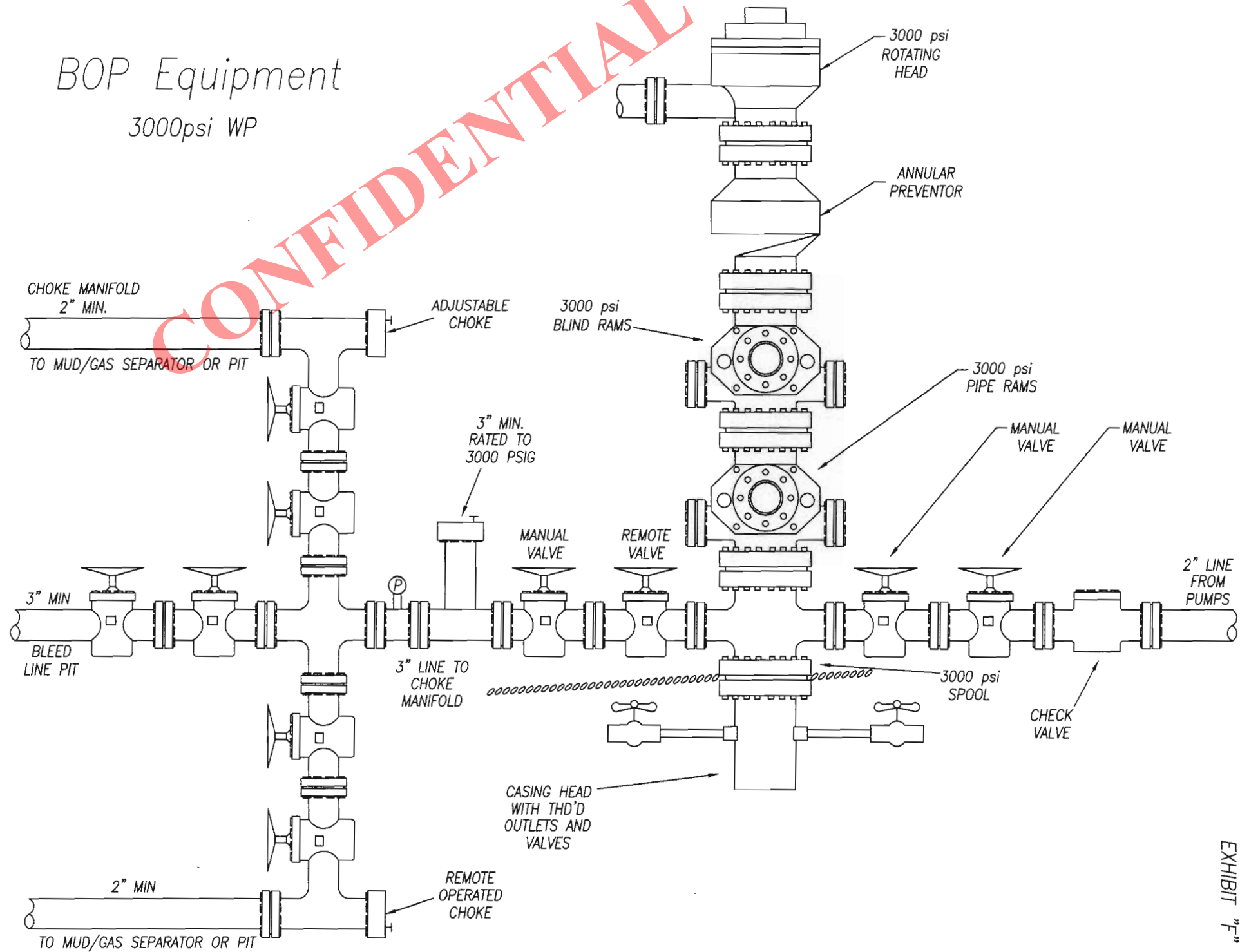


EXHIBIT "F"



2580 Creekview Road
Moab, Utah 84532
435/719-2018

July 27, 2012

Mrs. Diana Mason
State of Utah
Division of Oil Gas and Mining
P.O. Box 145801
Salt Lake City, Utah 84114-5801

RE: Request for Exception to Spacing – Axia Energy, LLC – **Three Rivers Federal 35-32-720**

Surface Location: 1584' FNL & 2640' FWL, SE/4 NW/4, Section 35, T7S, R20E,

Target Location: 1584' FNL & 2204' FWL, SE/4 NW/4, Section 35, T7S, R20E,
SLB&M, Uintah County, Utah

Dear Diana:

Axia Energy, LLC respectfully submits this request for exception to spacing (R649-3-11) based on geology since the well is located less than 460 feet to the drilling unit boundary. Axia Energy, LLC is the only owner and operator within 460 feet of the surface and target location as well as all points along the intended well bore path and are not within 460 feet of any uncommitted tracts or a unit boundary.

Thank you very much for your timely consideration of this application. Please feel free to contact Jess A. Peonio of Axia Energy, LLC at 720-746-5212 or myself should you have any questions or need additional information.

Sincerely,

A handwritten signature in blue ink that reads "Don Hamilton".

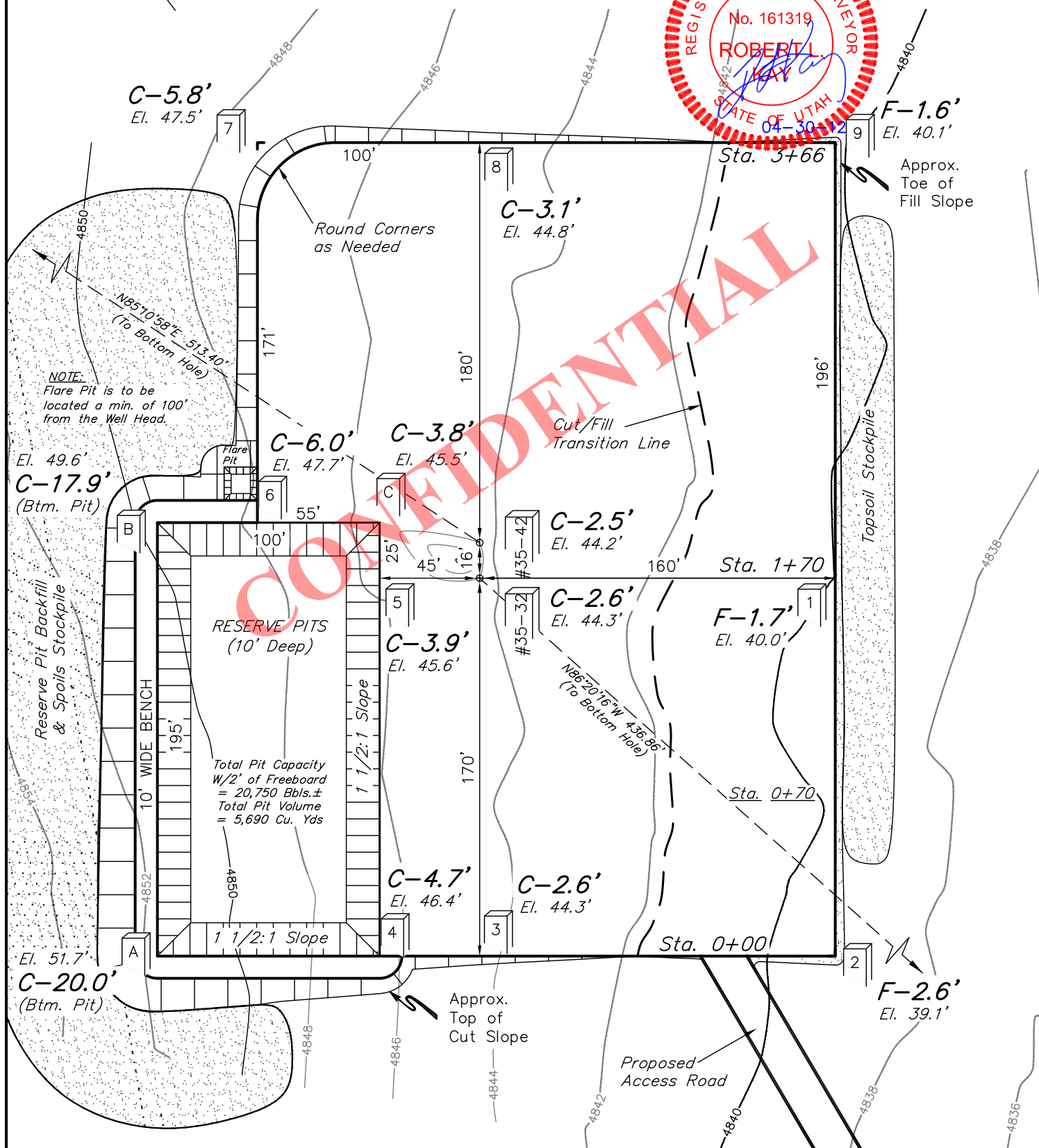
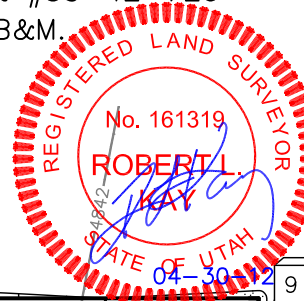
Don Hamilton
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

RECEIVED: July 26, 2012

FIGURE #1

SCALE: 1" = 60'
DATE: 03-28-12
DRAWN BY: R.L.



Elev. Ungraded Ground At #35-32-720 Loc. Stake = **4844.3'**
 FINISHED GRADE ELEV. AT #35-32-720 LOC. STAKE = **4841.7'**

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: July 26, 2012

AXIA ENERGY

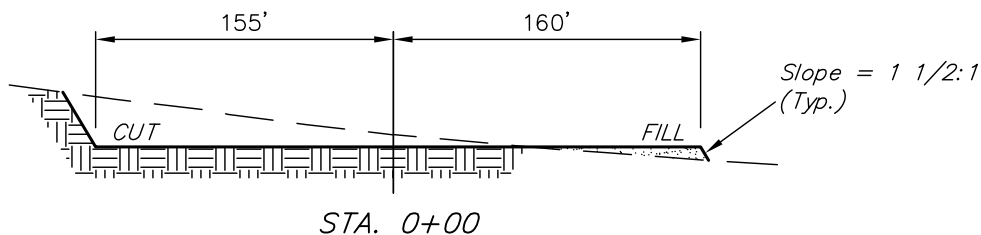
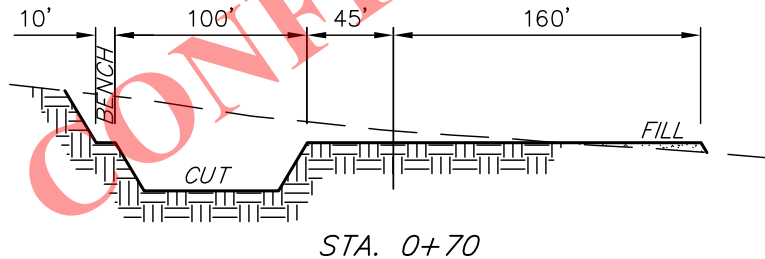
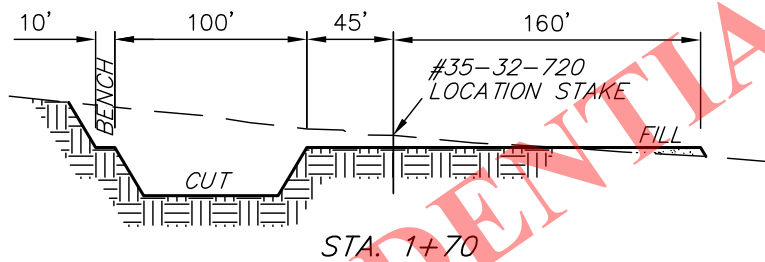
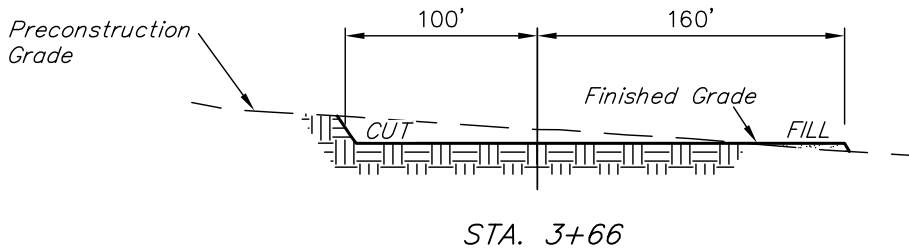
TYPICAL CROSS SECTIONS FOR

THREE RIVERS FEDERAL #35-32-720 & #35-42-720
SECTION 35, T7S, R20E, S.L.B&M.
SE 1/4 NW 1/4

FIGURE #2

X-Section
Scale
1" = 100'

DATE: 03-28-12
DRAWN BY: R.L.



NOTE:

Topsoil should not be
Stripped Below Finished
Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.546 ACRES
ACCESS ROAD DISTURBANCE = ± 0.132 ACRES
PIPELINE DISTURBANCE = ± 0.178 ACRES
POWERLINE DISTURBANCE = ± 0.063 ACRES
TOTAL = ± 3.919 ACRES

* NOTE:
FILL QUANTITY INCLUDES
5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,220 Cu. Yds.
Remaining Location = 16,640 Cu. Yds.
TOTAL CUT = 18,860 CU. YDS.
FILL = 1,610 CU. YDS.

EXCESS MATERIAL = 17,250 Cu. Yds.
Topsoil & Pit Backfill = 5,070 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 12,180 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: July 26, 2012

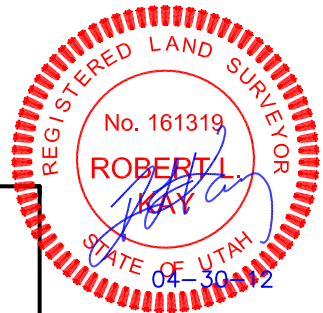
AXIA ENERGY

TYPICAL RIG LAYOUT FOR

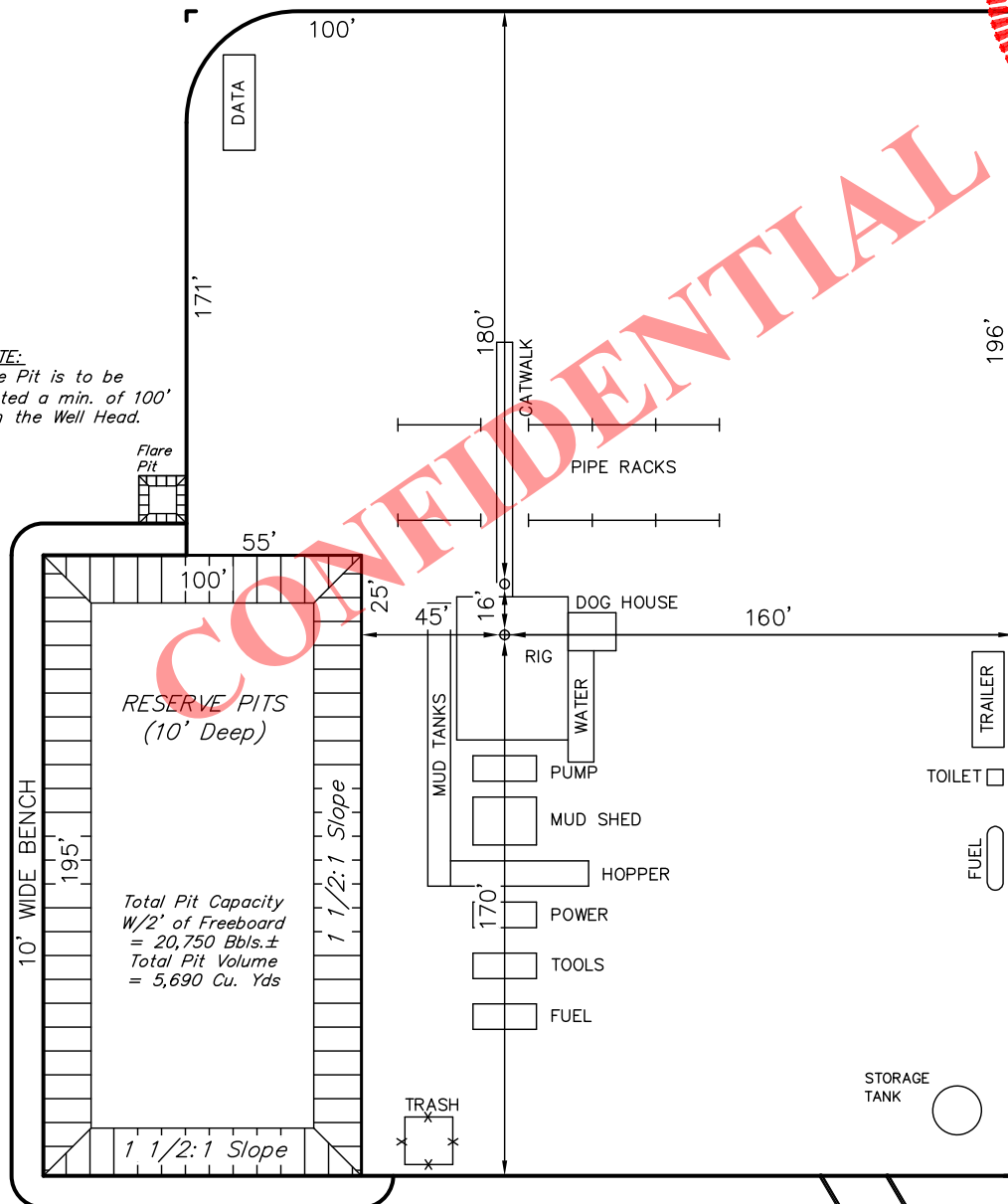
THREE RIVERS FEDERAL #35-32-720 & #35-42-720
SECTION 35, T7S, R20E, S.L.B&M.
SE 1/4 NW 1/4

FIGURE #3

SCALE: 1" = 60'
DATE: 03-28-12
DRAWN BY: R.L.



NOTE:
Flare Pit is to be
located a min. of 100'
from the Well Head.



Proposed
Access Road

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: July 26, 2012



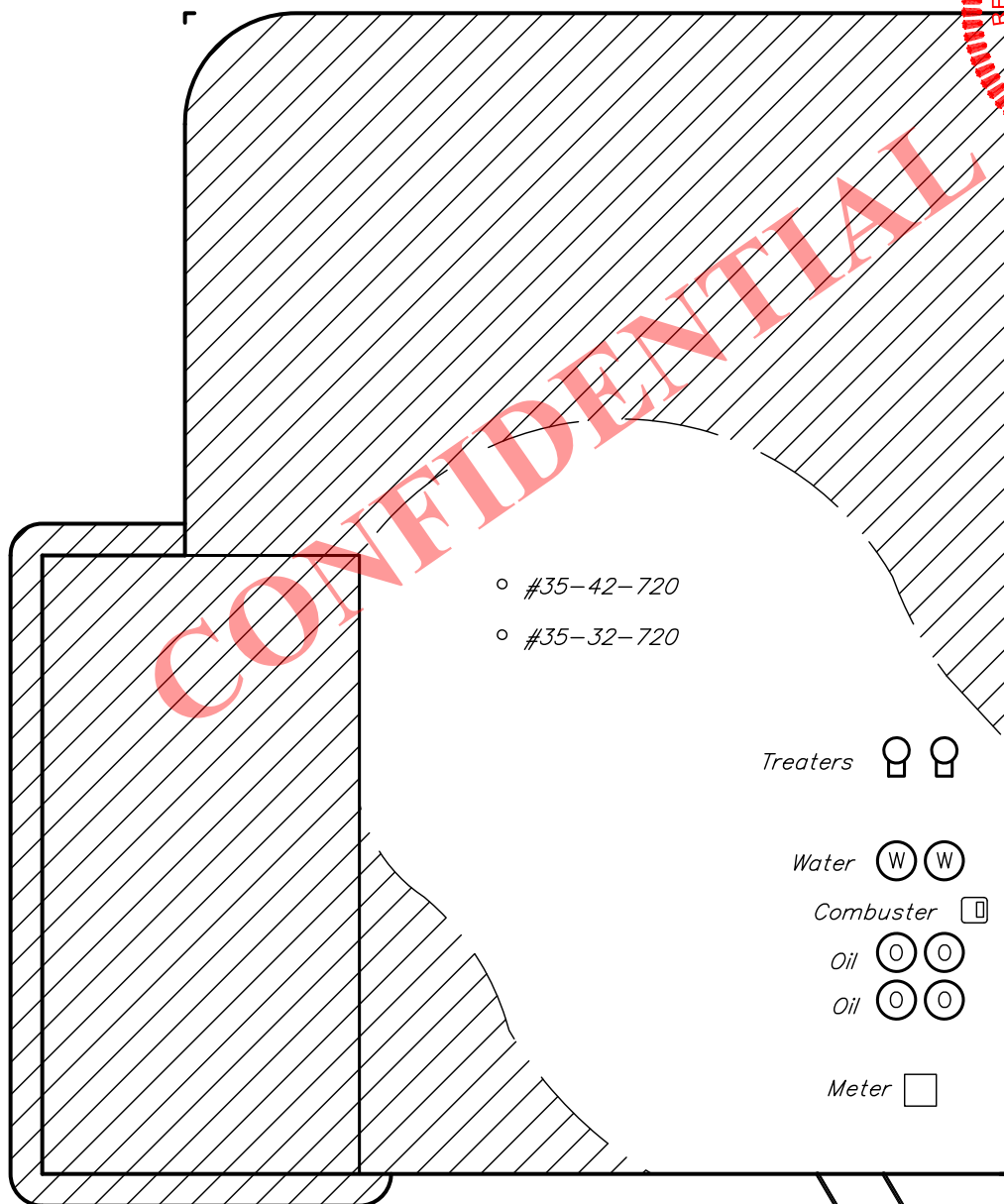
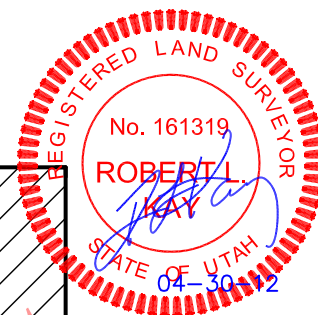
AXIA ENERGY

INTERIM RECLAMATION PLAN FOR

THREE RIVERS FEDERAL #35-32-720 & #35-42-720
SECTION 35, T7S, R20E, S.L.B&M.
SE 1/4 NW 1/4

FIGURE #4

SCALE: 1" = 60'
DATE: 03-28-12
DRAWN BY: R.L.



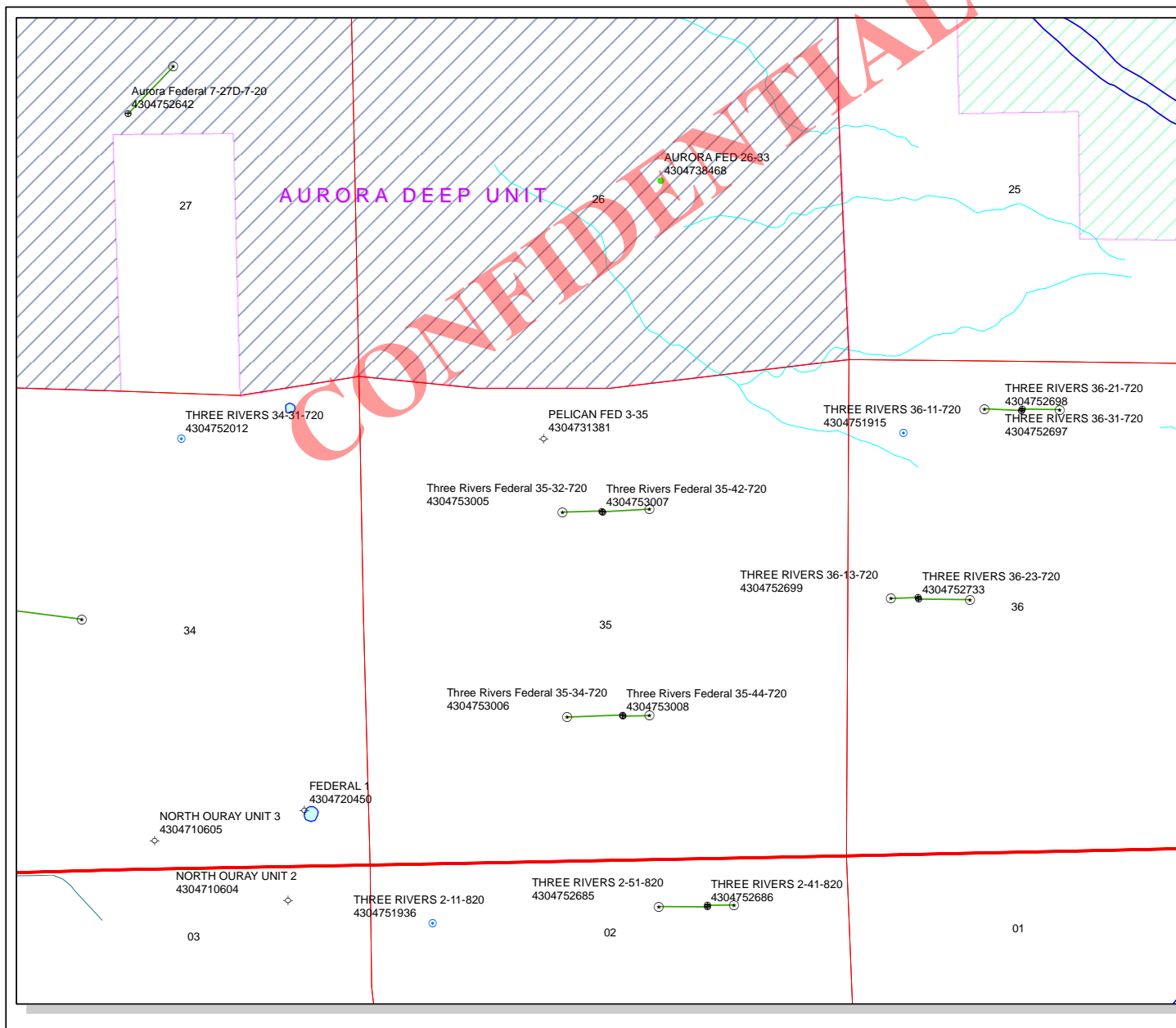
APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.573 ACRES



RECLAIMED AREA

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

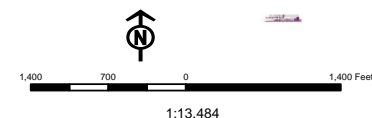
RECEIVED: July 26, 2012



API Number: 4304753005
Well Name: Three Rivers Federal 35-32-720
Township T07.0S Range R20.0E Section 35
Meridian: SLBM
Operator: AXIA ENERGY LLC

Map Prepared:
 Map Produced by Diana Mason

Units	Wells Query
STATUS	Status
ACTIVE	APD - Approved Permit
EXPLORATORY	DRL - Spudded (Drilling Commenced)
GAS STORAGE	GIW - Gas Injection
NF PP OIL	GS - Gas Storage
NF SECONDARY	LOC - New Location
PI OIL	OPS - Operation Suspended
PP GAS	PA - Plugged Abandoned
PP GEOTHERM	PGW - Producing Gas Well
PP OIL	POW - Producing Oil Well
SECONDARY	SGW - Shut-in Gas Well
TERMINATED	SOW - Shut-in Oil Well
Unknown	TA - Temp. Abandoned
ABANDONED	TW - Test Well
ACTIVE	WDW - Water Disposal
COMBINED	WWI - Water Injection Well
INACTIVE	WSW - Water Supply Well
STORAGE	Bottom Hole Location - Oil/Gas/Dib
TERMINATED	



WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 7/26/2012

API NO. ASSIGNED: 43047530050000

WELL NAME: Three Rivers Federal 35-32-720

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: SENW 35 070S 200E

Permit Tech Review: ☒

SURFACE: 1584 FNL 2640 FWL

Engineering Review: ☐

BOTTOM: 1584 FNL 2204 FWL

Geology Review: ☒

COUNTY: Uintah

LATITUDE: 40.16981

LONGITUDE: -109.63598

UTM SURF EASTINGS: 616146.00

NORTHINGS: 4447496.00

FIELD NAME: WILDCAT

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU-88623

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 1 - Federal

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

☒ PLAT☒ Bond: FEDERAL - LPM9046683☐ Potash☐ Oil Shale 190-5☐ Oil Shale 190-3☐ Oil Shale 190-13☒ Water Permit: 49-2262 - RNI at Green River☐ RDCC Review:☐ Fee Surface Agreement☐ Intent to Commingle

Commingle Approved

LOCATION AND SITING:

☐ R649-2-3.

Unit:

☐ R649-3-2. General☒ R649-3-3. Exception☒ Drilling Unit

Board Cause No: R649-3-3

Effective Date:

Siting:

☒ R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 1 - Exception Location - dmason
4 - Federal Approval - dmason
15 - Directional - dmason
23 - Spacing - dmason

RECEIVED: August 02, 2012



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: Three Rivers Federal 35-32-720
API Well Number: 43047530050000
Lease Number: UTU-88623
Surface Owner: FEDERAL
Approval Date: 8/2/2012

Issued to:

AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-3. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

Exception Location:

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled,

completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website

at <http://oilgas.ogm.utah.gov>

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

A handwritten signature in black ink, appearing to read "John Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

RECEIVED

JUL 27 2012

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

BLM

APPLICATION FOR PERMIT TO DRILL OR REENTER

CONFIDENTIAL

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. UTU88623	
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name	
2. Name of Operator AXIA ENERGY LLC Contact: DON S HAMILTON E-Mail: starpoint@etv.net		7. If Unit or CA Agreement, Name and No.	
3a. Address 1430 LARIMER STREET SUITE #400 DENVER, CO 80202		8. Lease Name and Well No. THREE RIVERS FEDERAL 35-32-720	
3b. Phone No. (include area code) Ph: 435-719-2018 Fx: 435-719-2019		9. API Well No. 43-047-53005	
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SENW 1584FNL 2640FWL 40.169178 N Lat, 109.636019 W Lon At proposed prod. zone SENW 1584FNL 2204FWL 40.169256 N Lat, 109.637581 W Lon		10. Field and Pool, or Exploratory UNDESIGNATED	
14. Distance in miles and direction from nearest town or post office* 26.4 MILES SOUTHWEST OF VERNAL, UTAH		11. Sec., T., R., M., or Blk. and Survey or Area Sec 35 T7S R20E Mer SLB SME: BLM	
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1320		12. County or Parish UINTAH	
16. No. of Acres in Lease 557.80		13. State UT	
17. Spacing Unit dedicated to this well 40.00		18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 16	
19. Proposed Depth 9055 MD 9020 TVD		20. BLM/BIA Bond No. on file UTB000464	
21. Elevations (Show whether DF, KB, RT, GL, etc.) 4844 GL		22. Approximate date work will start 10/01/2012	
23. Estimated duration 60 DAYS		24. Attachments	

RECEIVED

MAR 01 2013

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

DIV. OF OIL, GAS & MINING

- Well plat certified by a registered surveyor.
- A Drilling Plan.
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
- Operator certification
- Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature (Electronic Submission)		Name (Printed/Typed) DON S HAMILTON Ph: 435-719-2018		Date 07/26/2012
Title PERMITTING AGENT		Name (Printed/Typed) Jerry Kenczka		Date FEB 22 2013
Approved by (Signature) 		Name (Printed/Typed) Jerry Kenczka		Date FEB 22 2013
Title Assistant Field Manager		Office VERNAL FIELD OFFICE		

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #144036 verified by the BLM Well Information System
For AXIA ENERGY LLC, sent to the Vernal
Committed to AFMSS for processing by LESLIE ROBINSON on 08/06/2012 (12LBR0863AE)

NOTICE OF APPROVAL

** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED **



UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Axia Energy, LLC.
Well No: Three Rivers Federal 35-32-720
API No: 43-047-53005

Location: SENW, Sec. 35, T7S, R20E
Lease No: UTU-88623
Agreement:

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Location Construction (Notify Environmental Scientist)	- Forty-Eight (48) hours prior to construction of location and access roads.
Location Completion (Notify Environmental Scientist)	- Prior to moving on the drilling rig.
Spud Notice (Notify Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

**SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

- All new and replacement internal combustion gas field engines of less than or equal to 300 design-rated horsepower must not emit more than 2 gms of NO_x per horsepower-hour. This requirement does not apply to gas field engines of less than or equal to 40 design-rated horsepower.
- All and replacement internal combustion gas field engines of greater than 300 design rated horsepower must not emit more than 1.0 gms of NO_x per horsepower-hour.
- If there is an active Gilsonite mining operation within 2 miles of the well location, operator shall notify the Gilsonite operator at least 48 hours prior to any blasting during construction.
- If paleontological materials are uncovered during construction, the operator is to immediately stop work and contact the Authorized Officer (AO). A determination will be made by the AO as to what mitigation may be necessary for the discovered paleontologic material before construction can continue.
- All new and replacement internal combustion gas field engines of less than or equal to 300 design-rated horse power must not emit more than 2 grams of NO_x per horsepower-hour. This requirement does not apply to gas field engines of less than or equal to 40 design-rated horsepower-hour.
- All new and replacement internal combustion gas field engines of greater than 300 design rated horsepower must not emit more than 1.0 grams of NO_x per horsepower-hour.
- The following would be used as standard operating procedures: Green completion or controlled VOC emissions methods with 90% efficiency for Oil or Gas Atmospheric Storage Tanks, VOC Venting controls or flaring, Glycol Dehydration and Amine Unites, Well Completion, Re-Completion, Venting, and Planned Blowdown Emissions.
- All vehicles and equipment shall be cleaned either through power-washing, or other approved method, if the vehicles or equipment were previously operated outside the Uinta Basin, to prevent weed seed introduction.
- *Discovery Stipulation:* Reinitiating of section 7 consultation with the USFWS will be sought immediately if any loss of plants or occupied habitat for Uinta Basin hookless cactus is anticipated as a result of project activities.
- No drilling or construction from March 01 – August 31
- The best method to avoid entrainment is to pump from an off-channel location – one that does not connect to the river during high spring flows. An infiltration gallery constructed in a BLM and Service approved location is best.
- If the pump head is located in the river channel where larval fish are known to occur, the following measures apply:
 - do not situate the pump in a low-flow or no-flow area as these habitats tend to concentrate larval fishes;

- limit the amount of pumping, to the greatest extent possible, during that period of the year when larval fish may be present (April 1 to August 31); and
 - limit the amount of pumping, to the greatest extent possible, during the pre-dawn hours as larval drift studies indicate that this is a period of greatest daily activity.
- Screen all pump intakes with 3/32 inch mesh material.
 - Approach velocities for intake structures will follow the National Marine Fisheries Service's document "Fish Screening Criteria for Anadromous Salmonids". For projects with an in-stream intake that operate in stream reaches where larval fish may be present, the approach velocity will not exceed 0.33 feet per second (ft/s).
 - Report any fish impinged on the intake screen to the Service (801.975.3330) and the Utah Division of Wildlife Resources:
 - Northeastern Region
 - 318 North Vernal Ave, Vernal, UT 84078
 - Phone: (435) 781-9453

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- Gamma Ray Log shall be run from Total Depth to Surface.
- CBL will be run from TD to TOC.
- Cement for the surface casing will be circulated to the surface.
- Cement for long-string shall be circulated 200' above surface casing shoe.
- Variances Granted
 - All variances approved as written in APD

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

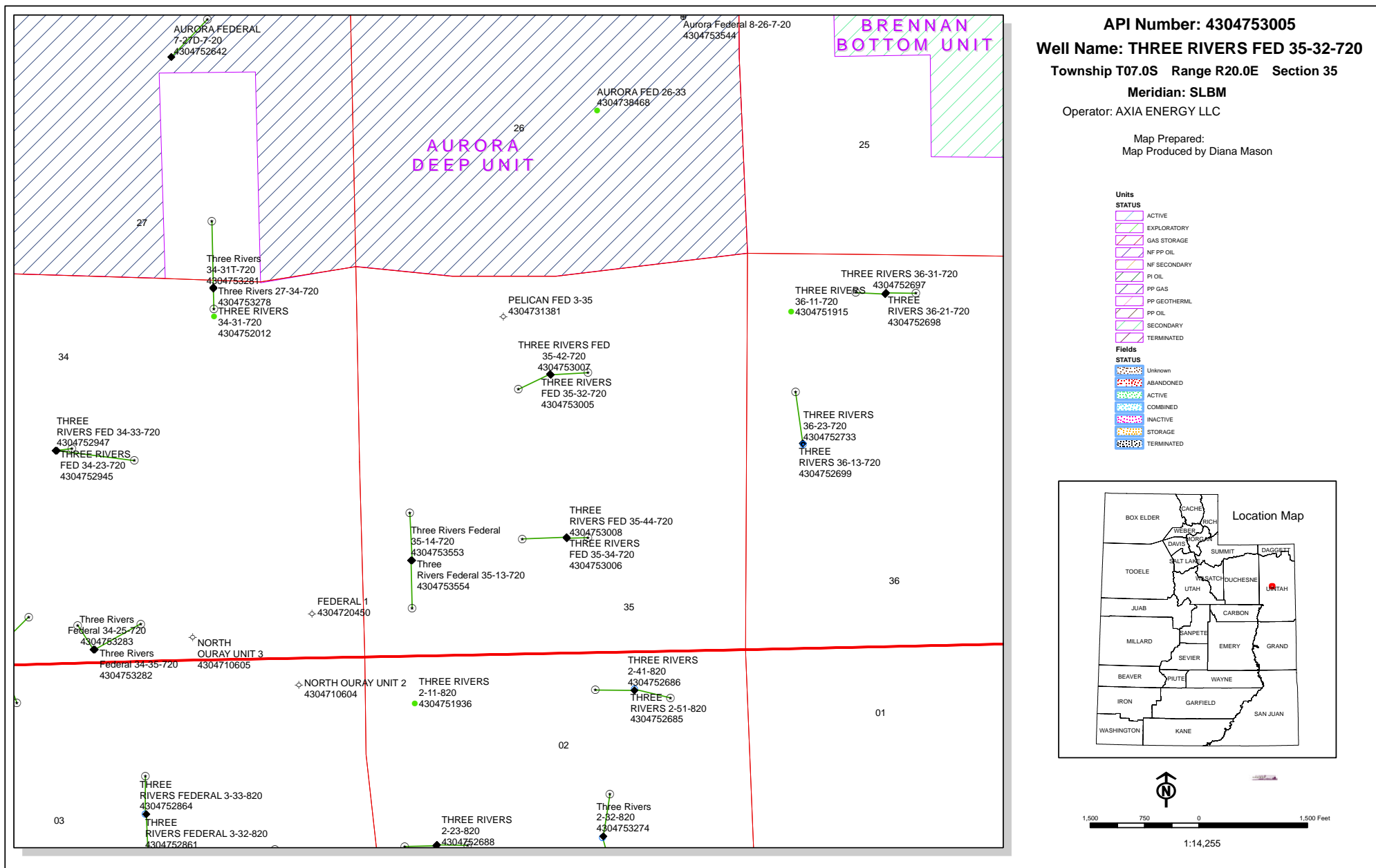
- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**

- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in CD (compact disc) format to the Vernal BLM Field Office. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.
- **OPERATING REQUIREMENT REMINDERS:**
 - All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
 - For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
 - Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be

- paid).
- The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
 - All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
 - Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.
 - All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
 - Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
 - A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
 - Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.

- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9			
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-88623			
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:			
2. NAME OF OPERATOR: AXIA ENERGY LLC		7. UNIT or CA AGREEMENT NAME:			
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		8. WELL NAME and NUMBER: THREE RIVERS FED 35-32-720			
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1584 FNL 2640 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 35 Township: 07.0S Range: 20.0E Meridian: S		9. API NUMBER: 43047530050000			
9. FIELD and POOL or WILDCAT: WILDCAT		COUNTY: UINTAH			
STATE: UTAH					
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA					
TYPE OF SUBMISSION	TYPE OF ACTION				
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/20/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input checked="" type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/> </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input checked="" type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
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12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. Axia Energy requests changes to the APD approved 08-02-12. BOTTOM HOLE LOCATION (See Attached Plat and Directional Plan) FROM: 1584' FNL & 2204' FWL SENW Sec 35-T7S-R20E TO 1780' FNL & 2200' FWL SENW Sec 35-T7S-R20E. DEPTH FROM: 9,055' TMD / 9,020' TVD TO 7,320' TMD / 7,288' TVD. SURFACE CASING FROM: 0-910' 8-5/8" 32.00# J-55 LTC TO 0-910' 8-5/8" 24.00# J-55 STC. PRODUCTION CASING FROM: 0-9055' 5-1/2" 17.00# N-80 LTC TO 0-7320' 5-1/2" 17.00# J-55 LTC. Cement Requirements will be followed per approved permit.					
NAME (PLEASE PRINT) Cindy Turner		PHONE NUMBER 720 746-5209			
SIGNATURE N/A		TITLE Project Manager			
DATE 3/18/2013					



Axia Energy

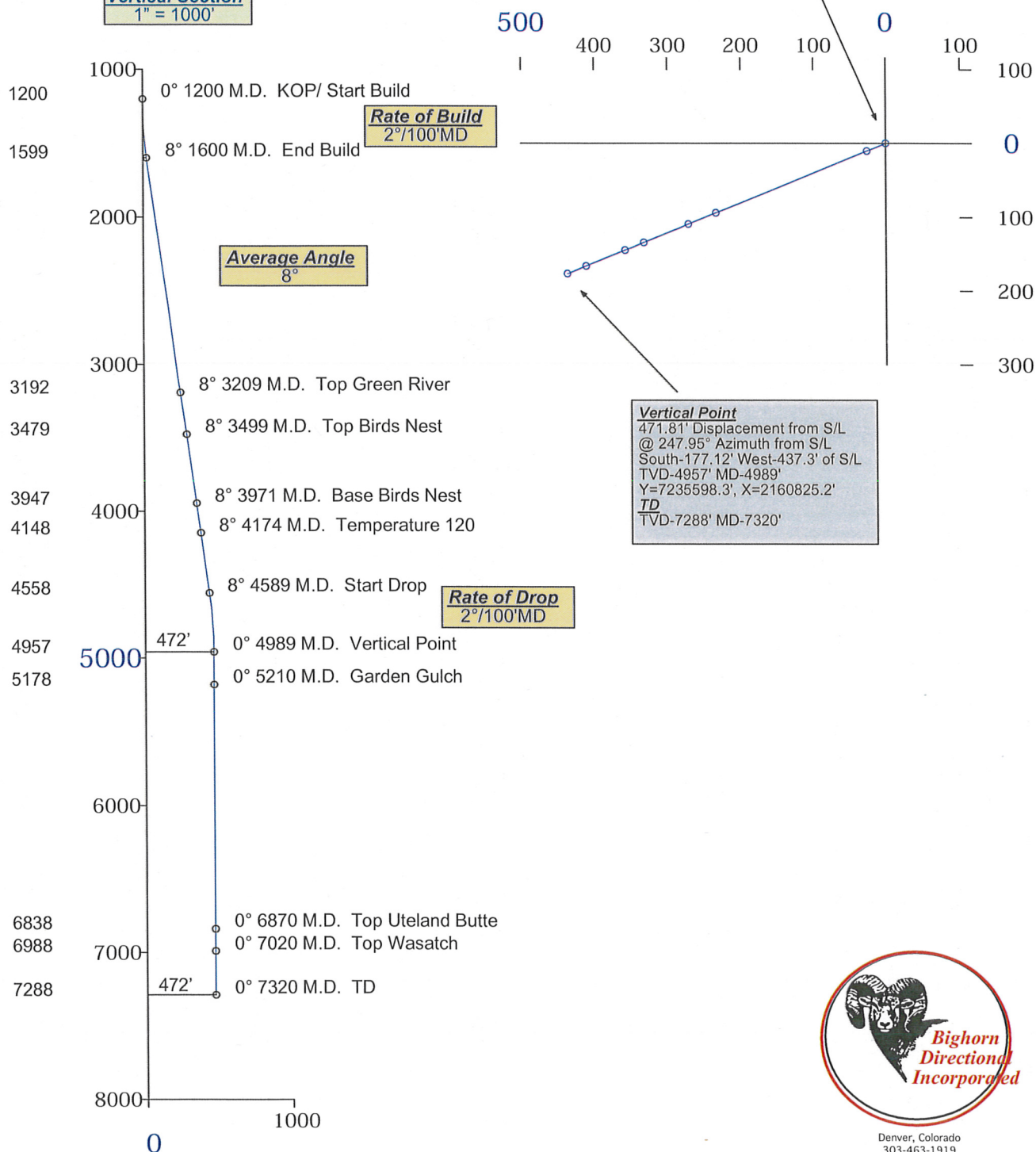
Three Rivers 35-32-720
Uintah County, Utah

Horizontal Plan
1" = 200'

Plane of Proposal
247.95° Azimuth

Vertical Section
1" = 1000'

Surface Location
Y=7235775.38'
X=2161262.46'
NAD83




Denver, Colorado
303-463-1919

03-14-2013

Page: 1

Bighorn Directional, Inc.

Axia Energy Three Rivers 35-32-720 Uintah County, Utah						Page: 2		
						Minimum of Curvature Slot Location: 7235775.38', 2161262.46' Plane of Vertical Section: 247.95°		
Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES North(-South) East(-West) Feet Feet		LAMBERT COORDINATES Y X Feet Feet		Dogleg Severity Deg/100'
5209.70	0.00	247.95	5178.00	-177.12	-437.30	72355598.3	2160825.2	0.00
Garden Gulch 6869.70	0.00	247.95	6838.00	-177.12	-437.30	72355598.3	2160825.2	0.00
Top Uteland Butte 7019.70	0.00	247.95	6988.00	-177.12	-437.30	72355598.3	2160825.2	0.00
Top Wasatch 7319.70	0.00	247.95	7288.00	-177.12	-437.30	72355598.3	2160825.2	0.00
TD								
Final Station Closure Distance: 471.81' Direction: 247.95°								
						Vertical Section Feet	CLOSURES Distance Direction Feet Deg	
						471.81	247.95	0.00
						471.81	247.95	0.00
						471.81	247.95	0.00
						471.81	247.95	0.00

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
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9. FIELD and POOL or WILDCAT: WILDCAT		COUNTY: UINTAH
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 11/15/2013	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER:
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 Axia Energy LLC respectfully requests a one year extension of the state permit for the referenced well. This is the first extension that has been requested.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: May 23, 2013

By:

NAME (PLEASE PRINT) Don Hamilton	PHONE NUMBER 435 719-2018	TITLE Permitting Agent (Buys & Associates, Inc)
SIGNATURE N/A	DATE 5/19/2013	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047530050000

API: 43047530050000

Well Name: THREE RIVERS FED 35-32-720

Location: 1584 FNL 2640 FWL QTR SENW SEC 35 TWNP 070S RNG 200E MER S

Company Permit Issued to: AXIA ENERGY LLC

Date Original Permit Issued: 8/2/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☒ Yes ☐ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Don Hamilton

Date: 5/19/2013

Title: Permitting Agent (Buys & Associates, Inc) Representing: AXIA ENERGY LLC

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-88623
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		8. WELL NAME and NUMBER: THREE RIVERS FED 35-32-720
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1584 FNL 2640 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 35 Township: 07.0S Range: 20.0E Meridian: S		9. API NUMBER: 43047530050000
9. FIELD and POOL or WILDCAT: WILDCAT		COUNTY: UINTAH
STATE: UTAH		
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 8/15/2013	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE TUBING	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> CONVERT WELL TYPE	
	<input type="checkbox"/> DEEPEN	
	<input type="checkbox"/> FRACTURE TREAT	
	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	
	<input type="checkbox"/> PLUG AND ABANDON	
	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> PRODUCTION START OR RESUME	
	<input type="checkbox"/> RECLAMATION OF WELL SITE	
	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	
	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	
	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	
	<input type="checkbox"/> VENT OR FLARE	
	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	
	<input type="checkbox"/> SI TA STATUS EXTENSION	
	<input type="checkbox"/> APD EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. MIRU Pete Martin conductor rig. Set conductor casing and cement to surface. Release rig.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY August 15, 2013		
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 8/15/2013	

CONFIDENTIAL

Resume of operations *SENU S-35 TO 25 R20F***Cordell Wold** <cwold@axiaenergy.com>

Fri, Aug 23, 2013 at 7:39 AM

To: Dan Jarvis <danjaris@utah.gov>, "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "cctaylor@blm.gov" <cctaylor@blm.gov>, "richardpowell@utah.gov" <richardpowell@utah.gov>

Cc: Ray Meeks <ray.meeks_bmg@hotmail.com>, klbascom <klbascom@ubtanet.com>, Jess Peonio <jpeonio@axiaenergy.com>, Cindy Turner <cturner@axiaenergy.com>, Bryce Holder <bholder@axiaenergy.com>

ProPetro will be moving onto Three Rivers Federal 35-32-720 (API # 430475300500) 08/23/2013 and will be drilling and setting surface casing on 08/24/2013.

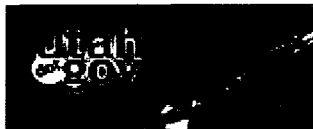
Any Questions;

Cordell Wold

Axia Energy

701-570-5540

RECEIVED**AUG 23 2013****DIV. OF OIL, GAS & MINING**



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SENW 535 TO 75 R 20E

Revised Spud Notice**Cordell Wold** <cwold@axiaenergy.com>

Wed, Aug 14, 2013 at 10:31 AM

To: Cordell Wold <cwold@axiaenergy.com>, "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "cctaylor@blm.gov" <cctaylor@blm.gov>, Dan Jarvis <danjarvis@utah.gov>, "richardpowell@utah.gov" <richardpowell@utah.gov>
Cc: Cindy Turner <cturner@axiaenergy.com>, Jess Peonio <jpeonio@axiaenergy.com>, Bryce Holder <bholder@axiaenergy.com>, klbascom <klbascom@ubtanet.com>, Ray Meeks <ray.meeks_bmg@hotmail.com>

Please cancel my spud notice for the Three Rivers Federal 10-41-820, Pete Martin will be moving onto the Three Rivers Federal 35-32-720 (API #430475300500) on 08/14/2013 and setting conductor on 08/15/2013.

Any questions,

Cordell Wold

Axia Energy

701-570-5540

From: Cordell Wold**Sent:** Wednesday, August 14, 2013 8:30 AM**To:** caroldaniels@utah.gov; cctaylor@blm.gov; Dan Jarvis; richardpowell@utah.gov**Cc:** Cindy Turner; Jess Peonio; Bryce Holder; klbascom; 'Ray Meeks'**Subject:** Spud Notice*Canceled*

Pete Martin is moving onto the Three Rivers Federal 10-41-820 (API #430475294800) on 08/14/2013 to drill and be setting conductor on 08/15/2013.

Any Questions;

Cordell Wold

701-570-5540

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AUG 14 2013

DIV. OF OIL, GAS & MINING

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SENW S-35 T07S R20E 4304753005

Axia Energy, Three Rivers Federal 35-32-720

10/2/2013

Ray Meeks <ray.meeks_bmg@hotmail.com>

Mon, Sep 2, 2013 at 9:28 PM

To: "cctaylor@blm.gov" <cctaylor@blm.gov>, "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "danjarvis@utah.gov" <danjarvis@utah.gov>, "richardpowell@utah.gov" <richardpowell@utah.gov>

Cc: "cwold@axiaenergy.com" <cwold@axiaenergy.com>

We will be moving onto and resuming operations on the Three Rivers Federal 35-32-720 on or around 9/4/13. We will nipple up BOP and test. Any questions please call me Ray Meeks 435-828-5550, Capstar rig 321

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SEP 04 2013

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Carol Daniels <caroldaniels@utah.gov>

SE NW 5-35 T09S R20E 43047 53005

Capstar 321, Axia Energy, Three Rivers Fed 35-32-720 Prod casing/Cement

1 message

klbascom <klbascom@ubtanet.com>

Thu, Sep 12, 2013 at 4:07 PM

To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>, Cade Taylor <cctaylor@blm.gov>

Cc: Cordell Wold <cwold@axiaenergy.com>, jpeonio@axiaenergy.com, ctumer@axiaenergy.com, Bryce Holder <bholder@axiaenergy.com>

Capstar 321 reached Production TD 7295', 9/12/13 @ 16:00 on Axia Energy's Three Rivers 35-32-720, API# 43-047-53005, plan to run & cement 5.5" production casing Friday 9/13/13. Any questions contact Kenny Bascom @ 435-828-0697.

Thank You

Kenny Bascom

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SEP 12 2013

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9			
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-88623			
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2. NAME OF OPERATOR: AXIA ENERGY LLC		7. UNIT or CA AGREEMENT NAME:			
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		8. WELL NAME and NUMBER: THREE RIVERS FED 35-32-720			
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1584 FNL 2640 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 35 Township: 07.0S Range: 20.0E Meridian: S		9. API NUMBER: 43047530050000			
9. FIELD and POOL or WILDCAT: WILDCAT		COUNTY: UINTAH			
STATE: UTAH					
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA					
TYPE OF SUBMISSION <input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 11/1/2013 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	TYPE OF ACTION <table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/> </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>			
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. APD was approved on 08-02-12 as a Wasatch completion. However, there was a change in plans and we request your approval for a GREEN RIVER Completion. Bottom Perf = 6,997' Top of Wasatch = 6,999' Please update Entity Action Number 19138 to GRRV.					
Accepted by the Utah Division of Oil, Gas and Mining Date: December 18, 2013 By: <u>Derek Quist</u>					
NAME (PLEASE PRINT) Cindy Turner		PHONE NUMBER 720 746-5209			
SIGNATURE N/A		TITLE Project Manager			
DATE 11/19/2013					

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	See Attached List
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Don Hamilton - Star Point Enterprises for Axia Energy, LLC
Date original permit was issued:	
Company that permit was issued to:	Axia Energy, LLC

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
✓	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?		✓
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. _____		✓

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

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DEC 16 2013
DIV. OF OIL, GAS & MINING

Name (please print) Mary Sharon Balakas Title Attorney in Fact
Signature Mary Sharon Balakas Date 12/11/13
Representing (company name) Ultra Resources

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective:

10/1/2013

FROM: (Old Operator): N3765-Axia Energy, LLC 1430 Larimer Street, Suite 400 Denver, CO 80202 Phone: 1 (720) 746-5200	TO: (New Operator): N4045-Ultra Resources, Inc. 304 Inverness Way South, Suite 295 Englewood, CO 80112 Phone: 1 (303) 645-9810
---	--

CA No.				Unit:	N/A			
WELL NAME	SEC TWN RNG			API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List								

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 12/16/2013
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 12/16/2013
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 1/14/2014
- a. Is the new operator registered in the State of Utah: _____ Business Number: 8861713-0143
- 5a. (R649-9-2)Waste Management Plan has been received on: N/A
- 5b. Inspections of LA PA state/fee well sites complete on: N/A
- 5c. Reports current for Production/Disposition & Sundries on: 1/14/2014
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM Not Yet BIA
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to Inject, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 1/14/2014
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 1/14/2014
- Bond information entered in RBDMS on: 1/14/2014
- Fee/State wells attached to bond in RBDMS on: 1/14/2014
- Injection Projects to new operator in RBDMS on: N/A
- Receipt of Acceptance of Drilling Procedures for APD/New on: 1/14/2014
- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: Yes

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: 22046400
- Indian well(s) covered by Bond Number: 22046400
- 3a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 22046398
- 3b. The **FORMER** operator has requested a release of liability from their bond on: Not Yet

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 1/14/2014

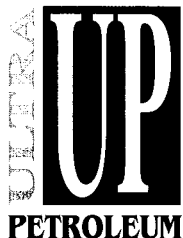
COMMENTS:

Axia Energy, LLC (N3765) to Ultra Resources, Inc. (N4045) Effective 10/1/2013

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Well Type	Well Status
THREE RIVERS 2-41-820	2	080S	200E	4304752686		State	OW	APD
THREE RIVERS 2-25-820	2	080S	200E	4304752690		State	OW	APD
THREE RIVERS 36-21-720	36	070S	200E	4304752698		State	OW	APD
THREE RIVERS 36-13-720	36	070S	200E	4304752699		State	OW	APD
THREE RIVERS FEDERAL 3-54-820	3	080S	200E	4304752860		Federal	OW	APD
THREE RIVERS FEDERAL 3-33-820	3	080S	200E	4304752864		Federal	OW	APD
THREE RIVERS FED 35-34-720	35	070S	200E	4304753006		Federal	OW	APD
THREE RIVERS FED 35-42-720	35	070S	200E	4304753007		Federal	OW	APD
THREE RIVERS FED 35-44-720	35	070S	200E	4304753008		Federal	OW	APD
Three Rivers 2-32-820	2	080S	200E	4304753274		State	OW	APD
Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	OW	APD
Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	OW	APD
Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	OW	APD
Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	OW	APD
Three Rivers Federal 35-14-720	35	070S	200E	4304753553		Federal	OW	APD
Three Rivers Federal 35-13-720	35	070S	200E	4304753554		Federal	OW	APD
Three Rivers 7-34-821	7	080S	210E	4304753558		Fee	OW	APD
Three Rivers 7-23-821	7	080S	210E	4304753559		Fee	OW	APD
Three Rivers 7-21-821	7	080S	210E	4304753560		Fee	OW	APD
Three Rivers 7-22-821	7	080S	210E	4304753561		Fee	OW	APD
Three Rivers 7-12-821	7	080S	210E	4304753562		Fee	OW	APD
Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	OW	APD
Three Rivers 18-32-821	18	080S	210E	4304753621		Fee	OW	APD
Three Rivers D	16	080S	200E	4304753702		State	WD	APD
Three Rivers Federal 4-41-820	4	080S	200E	4304753911		Federal	OW	APD
Three Rivers Federal 4-42-820	4	080S	200E	4304753913		Federal	OW	APD
Three Rivers Federal 3-12-820	4	080S	200E	4304753914		Federal	OW	APD
Three Rivers Federal 34-42-720	35	070S	200E	4304753915		Federal	OW	APD
Three Rivers Federal 34-43-720	35	070S	200E	4304753916		Federal	OW	APD
Three Rivers Federal 35-12-720	35	070S	200E	4304753917		Federal	OW	APD
Three Rivers Federal 35-43-720	35	070S	200E	4304753918		Federal	OW	APD
Three Rivers Federal 35-442-720	35	070S	200E	4304753919		Federal	OW	APD
Three Rivers Federal 35-21-720	35	070S	200E	4304753943		Federal	OW	APD
Three Rivers Federal 35-11-720	35	070S	200E	4304753944		Federal	OW	APD
Three Rivers 2-24-820	2	080S	200E	4304753945		State	OW	APD
Three Rivers 2-223-820	2	080S	200E	4304753946		State	OW	APD
Three Rivers 2-21-820	2	080S	200E	4304753947		State	OW	APD
Three Rivers 2-22-820	2	080S	200E	4304753948		State	OW	APD
Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	OW	APD
Three Rivers Federal 3-13-820	3	080S	200E	4304753951		Federal	OW	APD
Three Rivers Federal 3-14-820	3	080S	200E	4304753952		Federal	OW	APD
Three Rivers Federal 3-23-820	3	080S	200E	4304753953		Federal	OW	APD
Three Rivers Federal 3-24-820	3	080S	200E	4304753954		Federal	OW	APD
Three Rivers 4-13-820	5	080S	200E	4304753956		Federal	OW	APD
Three Rivers Federal 5-43-820	5	080S	200E	4304753957		Federal	OW	APD
Three Rivers Federal 5-42-820	5	080S	200E	4304753958		Federal	OW	APD
Three Rivers Federal 5-11-820	5	080S	200E	4304754204		Federal	OW	APD
Three Rivers Federal 5-21-820	5	080S	200E	4304754205		Federal	OW	APD
Three Rivers Federal 8-31-820	8	080S	200E	4304754211		Federal	OW	APD
Three Rivers Federal 8-41-820	8	080S	200E	4304754212		Federal	OW	APD
Three Rivers Federal 3-34-820	3	080S	200E	4304754213		Federal	OW	APD
Three Rivers Federal 3-44-820	3	080S	200E	4304754214		Federal	OW	APD
THREE RIVERS 32-34-720	32	070S	200E	4304752735	19249	Fee	OW	DRL
THREE RIVERS FEDERAL 8-52-820	8	080S	200E	4304752770	19156	Federal	OW	DRL
THREE RIVERS 4-14-820	5	080S	200E	4304752863	19183	Fee	OW	DRL
THREE RIVERS FED 10-42-820	10	080S	200E	4304752949	19310	Federal	OW	DRL
THREE RIVERS FED 3-11-820	34	070S	200E	4304752950	19184	Federal	OW	DRL
Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	OW	DRL
Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	OW	DRL

Axia Energy, LLC (N3765) to Ultra Resources, Inc. (N4045) Effective 10/1/2013

Three Rivers Federal 34-35-720	34	070S	200E	4304753282	19287	Federal	OW	DRL
Three Rivers Federal 34-25-720	34	070S	200E	4304753283	19288	Federal	OW	DRL
Three Rivers Federal 10-32-820	10	080S	200E	4304753415	19275	Federal	OW	DRL
Three Rivers Federal 10-31-820	10	080S	200E	4304753437	19276	Federal	OW	DRL
Three Rivers 16-34-820	16	080S	200E	4304753472	19278	State	OW	DRL
Three Rivers 16-44-820	16	080S	200E	4304753473	19268	State	OW	DRL
Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	OW	DRL
Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	OW	DRL
Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	OW	DRL
Three Rivers 16-31-820	16	080S	200E	4304753495	19269	State	OW	DRL
Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	OW	DRL
THREE RIVERS FED 10-30-820	10	080S	200E	4304753555	19169	Federal	OW	DRL
Three Rivers Federal 9-41-820	10	080S	200E	4304753556	19170	Federal	OW	DRL
Three Rivers Federal 33-13-720	33	070S	200E	4304753723	19222	Federal	OW	DRL
Three Rivers Federal 33-12-720	33	070S	200E	4304753724	19250	Federal	OW	DRL
Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	OW	DRL
THREE RIVERS 36-11-720	36	070S	200E	4304751915	18355	State	OW	P
THREE RIVERS 2-11-820	2	080S	200E	4304751936	18354	State	OW	P
THREE RIVERS 34-31-720	34	070S	200E	4304752012	18326	Fee	OW	P
THREE RIVERS 16-42-820	16	080S	200E	4304752056	18682	State	OW	P
THREE RIVERS 16-43-820	16	080S	200E	4304752057	18683	State	OW	P
THREE RIVERS 16-41-820	16	080S	200E	4304752110	18356	State	OW	P
THREE RIVERS 2-51-820	2	080S	200E	4304752685	18941	State	OW	P
THREE RIVERS 2-13-820	2	080S	200E	4304752687	19014	State	OW	P
THREE RIVERS 2-23-820	2	080S	200E	4304752688	19015	State	OW	P
THREE RIVERS 2-15-820	2	080S	200E	4304752689	18770	State	OW	P
THREE RIVERS 36-31-720	36	070S	200E	4304752697	19086	State	OW	P
THREE RIVERS 32-25-720	32	070S	200E	4304752718	19033	Fee	OW	P
THREE RIVERS 36-23-720	36	070S	200E	4304752733	18769	State	OW	P
THREE RIVERS 32-33-720	32	070S	200E	4304752734	19016	Fee	OW	P
THREE RIVERS 32-15-720	32	070S	200E	4304752736	18767	Fee	OW	P
THREE RIVERS 32-35-720	32	070S	200E	4304752737	18766	Fee	OW	P
THREE RIVERS FEDERAL 8-53-820	8	080S	200E	4304752771	18992	Federal	OW	P
THREE RIVERS FEDERAL 3-53-820	3	080S	200E	4304752820	19104	Federal	OW	P
THREE RIVERS FEDERAL 3-32-820	3	080S	200E	4304752861	18942	Federal	OW	P
THREE RIVERS FEDERAL 5-56-820	5	080S	200E	4304752862	18993	Federal	OW	P
THREE RIVERS FED 4-31-820	4	080S	200E	4304752874	19023	Federal	OW	P
THREE RIVERS 4-21-820	4	080S	200E	4304752875	19048	Federal	OW	P
THREE RIVERS FED 34-23-720	34	070S	200E	4304752945	19049	Federal	OW	P
THREE RIVERS FED 34-33-720	34	070S	200E	4304752947	19050	Federal	OW	P
THREE RIVERS FED 10-41-820	10	080S	200E	4304752948	19137	Federal	OW	P
THREE RIVERS FED 34-15-720	34	070S	200E	4304752965	18960	Federal	OW	P
THREE RIVERS FED 35-32-720	35	070S	200E	4304753005	19138	Federal	OW	P
Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	OW	P
Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	OW	P
Three Rivers 2-33-820	2	080S	200E	4304753273	18943	State	OW	P
Three Rivers 4-33-820	4	080S	200E	4304753528	19167	Fee	OW	P
Three Rivers Federal 33-14-720	33	070S	200E	4304753551	19107	Federal	OW	P
Three Rivers Federal 4-32-820	4	080S	200E	4304753552	19168	Federal	OW	P
Three Rivers Federal 33-24-720	33	070S	200E	4304753557	19108	Federal	OW	P
Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	OW	P
Three Rivers 5-31-820	32	070S	200E	4304753711	19068	Fee	OW	P
Three Rivers Federal 33-11-720	32	070S	200E	4304753733	19109	Federal	OW	P
Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	OW	P
Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	OW	P



Ultra Resources, Inc.

December 13, 2013

RECEIVED
DEC 16 2013
DIV. OF OIL, GAS & MINING

Division of Oil, Gas, and Mining
1594 West North Temple
Salt Lake City, UT 84116
Attn: Rachel Medina

Re: Transfer of Operator
Three Rivers Project Area
Uintah County, Utah

Dear Ms. Medina:

Pursuant to Purchase and Sale Agreement dated effective October 1, 2013 Ultra Resources, Inc. ("Ultra") assumed the operations of Axia Energy, LLC ("Axia") in the Three Rivers Area, Uintah County, Utah.


Accordingly, Ultra is submitting the following documents for your review and approval:

- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill – APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy, LLC
- 4) Statewide Surety Bond in the amount of \$120,000

As to all wells located on Fee Surface there are surface agreements in place. Ultra presently does not anticipate making any change in the drilling plans submitted by Axia.

Ultra has also submitted a Statewide Bond to the Bureau of Land Management. As soon as we receive the acknowledgement and approval by the BLM we will forward same to you for your files. A copy of our transfer letter and bond is attached for your reference.

Should you need any further information at this time, please call me direct at (303) 645-9865 or email msbalakas@ultrapetroleum.com.

Sincerely,

Mary Sharon Balakas, CPL
Director of Land

cc: Cindy Turner, Axia Energy, LLC

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
2. NAME OF OPERATOR: Ultra Resources, Inc. N4045		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 304 Inverness Way South CITY Englewood STATE CO ZIP 80112		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		8. WELL NAME and NUMBER: See Attached Well List
PHONE NUMBER: (303) 645-9810		9. API NUMBER:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:
COUNTY: Uintah		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: 10/1/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

EFFECTIVE DATE: October 1, 2013
FROM:
Axia Energy, LLC
1430 Larimer Street
Suite 400
Denver, CO 80202
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682
TO:
Ultra Resources, Inc.
304 Inverness Way South
Englewood, CO 80112
Bond Number: DOGm-022046398
BLM 022046400

Ultra Resources, Inc. will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

RECEIVED
DEC 16 2013
DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Mary Sharon Balakas TITLE Attorney in Fact
SIGNATURE Mary Sharon Balakas DATE 12/11/13

APPROVED

(This space for State use only)

JAN 16 2013

DIV. OIL GAS & MINING

BY: Rachel Medina

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 2-11-820	Three Rivers 02-11-820	2	080S	200E	4304751936	18354	State	State	OW	P	P		
THREE RIVERS 2-13-820	Three Rivers 02-13-820	2	080S	200E	4304752687	19014	State	State	OW	DRL	P		08/27/12
THREE RIVERS 2-15-820	Three Rivers 02-15-820	2	080S	200E	4304752689	18770	State	State	OW	P	P		
Three Rivers 2-21-820	Three Rivers 02-21-820	2	080S	200E	4304753947		State	State	OW	APD	APRVD		10/15/13
Three Rivers 2-223-820	Three Rivers 02-223-820	2	080S	200E	4304753946		State	State	OW	APD	APRVD		10/15/13
Three Rivers 2-22-820	Three Rivers 02-22-820	2	080S	200E	4304753948		State	State	OW	APD	APRVD		10/15/13
THREE RIVERS 2-23-820	Three Rivers 02-23-820	2	080S	200E	4304752688	19015	State	State	OW	DRL	P		08/27/12
Three Rivers 2-24-820	Three Rivers 02-24-820	2	080S	200E	4304753945		State	State	OW	APD	APRVD		10/15/13
THREE RIVERS 2-25-820	Three Rivers 02-25-820	2	080S	200E	4304752690		State	State	OW	APD	APRVD		08/27/12
Three Rivers 2-32-820	Three Rivers 02-32-820	2	080S	200E	4304753274		State	State	OW	APD	APRVD		12/11/12
Three Rivers 2-33-820	Three Rivers 02-33-820	2	080S	200E	4304753273	18943	State	State	OW	P	P		
THREE RIVERS 2-41-820	Three Rivers 02-41-820	2	080S	200E	4304752686		State	State	OW	APD	APRVD		08/27/12
THREE RIVERS 2-51-820	Three Rivers 02-51-820	2	080S	200E	4304752685	18941	State	State	OW	P	P		
Three Rivers 4-13-820	Three Rivers 04-13-820	5	080S	200E	4304753956		Fee	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS 4-14-820	Three Rivers 04-14-820	5	080S	200E	4304752863	19183	Fee	Federal	OW	DRL	P		
Three Rivers 4-33-820	Three Rivers 04-33-820	4	080S	200E	4304753528	19167	Fee	Fee	OW	DRL	P		
Three Rivers 5-31-820	Three Rivers 05-31-820	32	070S	200E	4304753711	19068	Fee	Fee	OW	DRL	P		
Three Rivers 7-12-821	Three Rivers 07-12-821	7	080S	210E	4304753562		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-21-821	Three Rivers 07-21-821	7	080S	210E	4304753560		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-22-821	Three Rivers 07-22-821	7	080S	210E	4304753561		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-23-821	Three Rivers 07-23-821	7	080S	210E	4304753559		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-34-821	Three Rivers 07-34-821	7	080S	210E	4304753558		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 16-11-820	Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	State	OW	DRL	SCS		03/12/13
Three Rivers 16-12-820	Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	State	OW	DRL	SCS		03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	State	OW	DRL	P		12/11/12
Three Rivers 16-22-820	Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	State	OW	DRL	P		12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	State	OW	DRL	P		12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	State	OW	P	P		
Three Rivers 16-31-820	Three Rivers 16-31-820	16	080S	200E	4304753495		State	State	OW	APD	CCS		03/12/13
Three Rivers 16-32-820	Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	State	OW	DRL	WOC		03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	State	OW	DRL	WOC		03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	16	080S	200E	4304753472		State	State	OW	APD	CCS		03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	16	080S	200E	4304752110	18356	State	State	OW	P	P		
THREE RIVERS 16-42-820	Three Rivers 16-42-820	16	080S	200E	4304752056	18682	State	State	OW	P	P		
THREE RIVERS 16-43-820	Three Rivers 16-43-820	16	080S	200E	4304752057	18683	State	State	OW	P	P		
Three Rivers 16-44-820	Three Rivers 16-44-820	16	080S	200E	4304753473		State	State	OW	APD	CCS		03/12/13
Three Rivers 18-21-821	Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	Fee	OW	APD	PERPEND	12/17/12	
Three Rivers 18-22-821	Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 18-31-821	Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	Fee	OW	APD	PERPEND	12/19/12	
Three Rivers 18-32-821	Three Rivers 18-32-821	18	080S	210E	4304753621		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 27-34-720	Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	Fee	OW	APD	PERPEND	12/19/12	
THREE RIVERS 32-15-720	Three Rivers 32-15-720	32	070S	200E	4304752736	18767	Fee	Fee	OW	P	P		
THREE RIVERS 32-25-720	Three Rivers 32-25-720	32	070S	200E	4304752718	19033	Fee	Fee	OW	P	P		
Three Rivers 32-32-720	Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	Fee	OW	DRL	P		06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	Fee	OW	DRL	SCS		10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	Fee	OW	DRL	P		06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	Fee	OW	DRL	P		05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32	070S	200E	4304752734	19016	Fee	Fee	OW	DRL	P		08/29/12
THREE RIVERS 32-34-720	Three Rivers 32-34-720	32	070S	200E	4304752735	19249	Fee	Fee	OW	DRL	DRLG		08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	32	070S	200E	4304752737	18766	Fee	Fee	OW	P	P		
Three Rivers 32-42-720	Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	Fee	OW	APD	APRVD		10/15/13
THREE RIVERS 34-31-720	Three Rivers 34-31-720	34	070S	200E	4304752012	18326	Fee	Fee	OW	P	P		
Three Rivers 34-31T-720	Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	Fee	OW	APD	APRVD		12/11/12
THREE RIVERS 36-11-720	Three Rivers 36-11-720	36	070S	200E	4304751915	18355	State	State	OW	P	P		
THREE RIVERS 36-13-720	Three Rivers 36-13-720	36	070S	200E	4304752699		State	State	OW	APD	APRVD		08/29/12
THREE RIVERS 36-21-720	Three Rivers 36-21-720	36	070S	200E	4304752698		State	State	OW	APD	APRVD		08/29/12
THREE RIVERS 36-23-720	Three Rivers 36-23-720	36	070S	200E	4304752733	18769	State	State	OW	P	P		
THREE RIVERS 36-31-720	Three Rivers 36-31-720	36	070S	200E	4304752697	19086	State	State	OW	DRL	P		08/29/12
Three Rivers D	Three Rivers D	16	080S	200E	4304753702		State	State	WD	APD	APRVD		07/15/13
THREE RIVERS FED 3-11-820	Three Rivers Fed 03-11-820	34	070S	200E	4304752950	19184	Federal	Fee	OW	DRL	WOC		02/22/13
Three Rivers Federal 3-12-820	Three Rivers Fed 03-12-820	4	080S	200E	4304753914		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 3-13-820	Three Rivers Fed 03-13-820	3	080S	200E	4304753951		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-14-820	Three Rivers Fed 03-14-820	3	080S	200E	4304753952		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-23-820	Three Rivers Fed 03-23-820	3	080S	200E	4304753953		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-24-820	Three Rivers Fed 03-24-820	3	080S	200E	4304753954		Federal	Federal	OW	APD	PERPEND	08/12/13	
THREE RIVERS FEDERAL 3-32-820	Three Rivers Fed 03-32-820	3	080S	200E	4304752861	18942	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 3-33-820	Three Rivers Fed 03-33-820	3	080S	200E	4304752864		Federal	Federal	OW	APD	APRVD		12/24/12
THREE RIVERS FEDERAL 3-53-820	Three Rivers Fed 03-53-820	3	080S	200E	4304752820	19104	Federal	Federal	OW	DRL	P		12/24/12
THREE RIVERS FEDERAL 3-54-820	Three Rivers Fed 03-54-820	3	080S	200E	4304752860		Federal	Federal	OW	APD	APRVD		12/24/12

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P		02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P		08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P		
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD		06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD		06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD		08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD		08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD		02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD		02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal			NA	SUB	12/10/13	
Three Rivers Fed 03-44-820	Three Rivers Fed 03-44-820	3	080S	200E			Federal			NA	SUB	12/10/13	
Three Rivers Fed 08-31-820	Three Rivers Fed 08-31-820	8	080S	200E			Federal			NA	SUB	12/07/13	
Three Rivers Fed 08-41-820	Three Rivers Fed 08-41-820	9	080S	200E			Federal			NA	SUB	12/07/13	

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
2. NAME OF OPERATOR: Axia Energy, LLC N3765		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		8. WELL NAME and NUMBER: See Attached Well List
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		9. API NUMBER:
COUNTY: Uintah		10. FIELD AND POOL, OR WILDCAT:
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: 10/1/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

EFFECTIVE DATE: October 1, 2013
FROM:
Axia Energy, LLC
1430 Larimer Street
Suite 400
Denver, CO 80202
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682
TO:
Ultra Resources, Inc.
304 Inverness Way South
Englewood, CO 80112
Bond Number: DOGm 022046298
BLM 022046400

Ultra Resources, Inc. will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

RECEIVED

DEC 16 2013

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Daniel G. Blanchard	TITLE President
SIGNATURE <i>D. G. Blanchard</i>	DATE 12/11/13

(This space for State use only)

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING
BY: *Daniel G. Blanchard*

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 2-11-820	Three Rivers 02-11-820	2	080S	200E	4304751936	18354	State	State	OW	P	P	1	
THREE RIVERS 2-13-820	Three Rivers 02-13-820	2	080S	200E	4304752687	19014	State	State	OW	DRL	P	2	08/27/12
THREE RIVERS 2-15-820	Three Rivers 02-15-820	2	080S	200E	4304752689	18770	State	State	OW	P	P	3	
Three Rivers 2-21-820	Three Rivers 02-21-820	2	080S	200E	4304753947		State	State	OW	APD	APRVD	4	10/15/13
Three Rivers 2-223-820	Three Rivers 02-223-820	2	080S	200E	4304753946		State	State	OW	APD	APRVD	5	10/15/13
Three Rivers 2-22-820	Three Rivers 02-22-820	2	080S	200E	4304753948		State	State	OW	APD	APRVD	6	10/15/13
THREE RIVERS 2-23-820	Three Rivers 02-23-820	2	080S	200E	4304752688	19015	State	State	OW	DRL	P	7	08/27/12
Three Rivers 2-24-820	Three Rivers 02-24-820	2	080S	200E	4304753945		State	State	OW	APD	APRVD	8	10/15/13
THREE RIVERS 2-25-820	Three Rivers 02-25-820	2	080S	200E	4304752690		State	State	OW	APD	APRVD	9	08/27/12
Three Rivers 2-32-820	Three Rivers 02-32-820	2	080S	200E	4304753274		State	State	OW	APD	APRVD	10	12/11/12
Three Rivers 2-33-820	Three Rivers 02-33-820	2	080S	200E	4304753273	18943	State	State	OW	P	P	1	
THREE RIVERS 2-41-820	Three Rivers 02-41-820	2	080S	200E	4304752686		State	State	OW	APD	APRVD	2	08/27/12
THREE RIVERS 2-51-820	Three Rivers 02-51-820	2	080S	200E	4304752685	18941	State	State	OW	P	P	3	
Three Rivers 4-13-820	Three Rivers 04-13-820	5	080S	200E	4304753956		Fee	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS 4-14-820	Three Rivers 04-14-820	5	080S	200E	4304752863	19183	Fee	Federal	OW	DRL	P	5	
Three Rivers 4-33-820	Three Rivers 04-33-820	4	080S	200E	4304753528	19167	Fee	Fee	OW	DRL	P	6	
Three Rivers 5-31-820	Three Rivers 05-31-820	32	070S	200E	4304753711	19068	Fee	Fee	OW	DRL	P	7	
Three Rivers 7-12-821	Three Rivers 07-12-821	7	080S	210E	4304753562		Fee	Fee	OW	APD	PERPEND	04/15/13	8
Three Rivers 7-21-821	Three Rivers 07-21-821	7	080S	210E	4304753560		Fee	Fee	OW	APD	PERPEND	04/15/13	9
Three Rivers 7-22-821	Three Rivers 07-22-821	7	080S	210E	4304753561		Fee	Fee	OW	APD	PERPEND	04/15/13	20
Three Rivers 7-23-821	Three Rivers 07-23-821	7	080S	210E	4304753559		Fee	Fee	OW	APD	PERPEND	04/15/13	1
Three Rivers 7-34-821	Three Rivers 07-34-821	7	080S	210E	4304753558		Fee	Fee	OW	APD	PERPEND	04/15/13	2
Three Rivers 16-11-820	Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	State	OW	DRL	SCS	3	03/12/13
Three Rivers 16-12-820	Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	State	OW	DRL	SCS	4	03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	State	OW	DRL	P	5	12/11/12
Three Rivers 16-22-820	Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	State	OW	DRL	P	6	12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	State	OW	DRL	P	7	12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	State	OW	P	P	8	
Three Rivers 16-31-820	Three Rivers 16-31-820	16	080S	200E	4304753495		State	State	OW	APD	CCS	9	03/12/13
Three Rivers 16-32-820	Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	State	OW	DRL	WOC	30	03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	State	OW	DRL	WOC	1	03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	16	080S	200E	4304753472		State	State	OW	APD	CCS	2	03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	16	080S	200E	4304752110	18356	State	State	OW	P	P	3	
THREE RIVERS 16-42-820	Three Rivers 16-42-820	16	080S	200E	4304752056	18682	State	State	OW	P	P	4	
THREE RIVERS 16-43-820	Three Rivers 16-43-820	16	080S	200E	4304752057	18683	State	State	OW	P	P	5	
Three Rivers 16-44-820	Three Rivers 16-44-820	16	080S	200E	4304753473		State	State	OW	APD	CCS	6	03/12/13
Three Rivers 18-21-821	Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	Fee	OW	APD	PERPEND	12/17/12	7
Three Rivers 18-22-821	Three Rivers 18-22-821	18	080S	210E	4304753260		Fee	Fee	OW	APD	PERPEND	04/15/13	8
Three Rivers 18-31-821	Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	Fee	OW	APD	PERPEND	12/19/12	9
Three Rivers 18-32-821	Three Rivers 18-32-821	18	080S	210E	4304753261		Fee	Fee	OW	APD	PERPEND	04/15/13	40
Three Rivers 27-34-720	Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	Fee	OW	APD	PERPEND	12/19/12	1
THREE RIVERS 32-15-720	Three Rivers 32-15-720	32	070S	200E	4304752736	18767	Fee	Fee	OW	P	P	2	
THREE RIVERS 32-25-720	Three Rivers 32-25-720	32	070S	200E	4304752718	19033	Fee	Fee	OW	P	P	3	
Three Rivers 32-32-720	Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	Fee	OW	DRL	P	4	06/12/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753950	19251	Fee	Fee	OW	DRL	SCS	5	10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	Fee	OW	DRL	P	6	06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	Fee	OW	DRL	P	7	05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32	070S	200E	4304752734	19016	Fee	Fee	OW	DRL	P	8	08/29/12
THREE RIVERS 32-34-720	Three Rivers 32-34-720	32	070S	200E	4304752735	19249	Fee	Fee	OW	DRL	DRLG	9	08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	32	070S	200E	4304752737	18766	Fee	Fee	OW	P	P	50	
Three Rivers 32-42-720	Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	Fee	OW	APD	APRVD	1	10/15/13
THREE RIVERS 34-31-720	Three Rivers 34-31-720	34	070S	200E	4304752012	18326	Fee	Fee	OW	P	P	2	
Three Rivers 34-31T-720	Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	Fee	OW	APD	APRVD	3	12/11/12
THREE RIVERS 36-11-720	Three Rivers 36-11-720	36	070S	200E	4304751915	18355	State	State	OW	P	P	4	
THREE RIVERS 36-13-720	Three Rivers 36-13-720	36	070S	200E	4304752699		State	State	OW	APD	APRVD	5	08/29/12
THREE RIVERS 36-21-720	Three Rivers 36-21-720	36	070S	200E	4304752698		State	State	OW	APD	APRVD	6	08/29/12
THREE RIVERS 36-23-720	Three Rivers 36-23-720	36	070S	200E	4304752733	18769	State	State	OW	P	P	7	
THREE RIVERS 36-31-720	Three Rivers 36-31-720	36	070S	200E	4304752697	19086	State	State	OW	DRL	P	8	08/29/12
Three Rivers D	Three Rivers D	16	080S	200E	4304753702		State	State	WD	APD	APRVD	9	07/15/13
THREE RIVERS FED 3-11-820	Three Rivers Fed 03-11-820	34	070S	200E	4304752950	19184	Federal	Fee	OW	DRL	WOC	60	02/22/13
Three Rivers Federal 3-12-820	Three Rivers Fed 03-12-820	4	080S	200E	4304753914		Federal	Federal	OW	APD	APRVD	1	08/01/13
Three Rivers Federal 3-13-820	Three Rivers Fed 03-13-820	3	080S	200E	4304753951		Federal	Federal	OW	APD	PERPEND	08/12/13	2
Three Rivers Federal 3-14-820	Three Rivers Fed 03-14-820	3	080S	200E	4304753952		Federal	Federal	OW	APD	PERPEND	08/12/13	3
Three Rivers Federal 3-23-820	Three Rivers Fed 03-23-820	3	080S	200E	4304753953		Federal	Federal	OW	APD	PERPEND	08/12/13	4
Three Rivers Federal 3-24-820	Three Rivers Fed 03-24-820	3	080S	200E	4304753954		Federal	Federal	OW	APD	PERPEND	08/12/13	5
THREE RIVERS FEDERAL 3-32-820	Three Rivers Fed 03-32-820	3	080S	200E	4304752861	18942	Federal	Federal	OW	P	P	6	
THREE RIVERS FEDERAL 3-33-820	Three Rivers Fed 03-33-820	3	080S	200E	4304752864		Federal	Federal	OW	APD	APRVD	7	12/24/12
THREE RIVERS FEDERAL 3-53-820	Three Rivers Fed 03-53-820	3	080S	200E	4304752820	19104	Federal	Federal	OW	DRL	P	8	12/24/12
THREE RIVERS FEDERAL 3-54-820	Three Rivers Fed 03-54-820	3	080S	200E	4304752860		Federal	Federal	OW	APD	APRVD	9	12/24/12

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

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THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P	70	02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P	1	02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P	2	08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD	3	08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD	4	08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	5
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	6
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	7
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	8
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P	9	02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P		
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD		06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD		06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	100
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD		08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD		08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	4
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD		02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD		02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-442-720	Three Rivers Fed 35-442-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD	110	02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal		NA	SUB		12/10/13	1
Three Rivers Fed 03-44-820	Three Rivers Fed 03-44-820	3	080S	200E			Federal		NA	SUB		12/10/13	2
Three Rivers Fed 08-31-820	Three Rivers Fed 08-31-820	8	080S	200E			Federal		NA	SUB		12/07/13	3
Three Rivers Fed 08-41-820	Three Rivers Fed 08-41-820	9	080S	200E			Federal		NA	SUB		12/07/13	4

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

AMENDED REPORT ☐ FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> DRY <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU88623	
b. TYPE OF WORK: NEW WELL <input checked="" type="checkbox"/> HORIZ. LATS. <input type="checkbox"/> DEEP-EN <input type="checkbox"/> RE-ENTRY <input type="checkbox"/> DIFF. RESVR <input type="checkbox"/> OTHER _____		6. IF INDIAN, ALLOTTEE OR TRIBE NAME	
2. NAME OF OPERATOR: Axia Energy, LLC.		7. UNIT or CA AGREEMENT NAME	
3. ADDRESS OF OPERATOR: 1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 80202		8. WELL NAME and NUMBER: Three Rivers Fed 35-32-720	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE SENW 1584' FNL& 2640' FWL AT TOP PRODUCING INTERVAL REPORTED BELOW SENW 1769' FNL & 2198' FWL AT TOTAL DEPTH SENW 1855' FNL & 2215' FWL		9. API NUMBER: 4304753005	
14. DATE SPUDDED: 8/15/2013		10. FIELD AND POOL, OR WILDCAT WILDCAT	
15. DATE T.D. REACHED: 9/13/2013		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SENW 35 7S 20E S	
16. DATE COMPLETED: 11/11/2013		12. COUNTY UINTAH	
ABANDONED <input type="checkbox"/> READY TO PRODUCE <input checked="" type="checkbox"/>		13. STATE UTAH	
17. ELEVATIONS (DF, RKB, RT, GL): 4844' GL / 4861' KB			
18. TOTAL DEPTH: MD 7.295 TVD 7.261		21. DEPTH BRIDGE MD PLUG SET: TVD	
19. PLUG BACK T.D.: MD 7.226 TVD 7.191		20. IF MULTIPLE COMPLETIONS, HOW MANY? *	
22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each) SD-DSN-ACTR, Mud Log, CBL		23. WAS WELL CORED? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit analysis) WAS DST RUN? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit report) DIRECTIONAL SURVEY? NO <input type="checkbox"/> YES <input checked="" type="checkbox"/> (Submit copy)	

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16		0	120		G 450	92	0	
12-1/4	8-5/8 J-55	24	0	943		G 675	138	0 CIR	
7-3/4	5-1/2 J-55	17	0	7,272		G 440	213	966 CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-7/8	4,700							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) Green River	3,175	6,999	3,157	6,965	5,361 6,997	.35	186	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(B)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

27. PERFORATION RECORD

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

WAS WELL HYDRAULICALLY FRACTURED? YES ☒ NO ☐ IF YES - DATE FRACTURED: **11/4/2013**

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5,361' TO 6,997'	Green River Hybrid Frac - 28,210 bbls slurry, 1,143,700 gal fluid, 948,594# 20/40 Premium White

29. ENCLOSED ATTACHMENTS:

☒ ELECTRICAL/MECHANICAL LOGS ☐ GEOLOGIC REPORT ☐ DST REPORT ☒ DIRECTIONAL SURVEY
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☐ OTHER: Wellbore Diagram

30. WELL STATUS:

Prod

31. INITIAL PRODUCTION

INTERVAL A (As shown in Item #26)

DATE FIRST PRODUCED 11/11/2013		TEST DATE 12/5/2013		HOURS TESTED 24		TEST PRODUCTION RATES →	OIL – BBL 67	GAS – MCF 0	WATER – BBL 15	PROD. METHOD Pumping
CHOKE SIZE 40	TBG PRESS 38	CSG PRESS 38	API GRAVITY 32.00	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL 67	GAS – MCF 0	WATER – BBL 15	INTERVAL STATUS Open

INTERVAL B (As shown in Item #26)

DATE FIRST PRODUCED		TEST DATE		HOURS TESTED		TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD
CHOKE SIZE	TBG PRESS.	CSG PRESS	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS

INTERVAL C (As shown in Item #26)

DATE FIRST PRODUCED		TEST DATE		HOURS TESTED		TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD
CHOKE SIZE	TBG PRESS	CSG PRESS	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS

INTERVAL D (As shown in Item #26)

DATE FIRST PRODUCED		TEST DATE		HOURS TESTED		TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD
CHOKE SIZE	TBG PRESS	CSG PRESS	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Used/Flared

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	3,175
				Garden Gluch	5,182
				Uteland Butte	6,837
				Wasatch	6,999

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

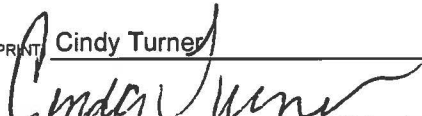
NAME (PLEASE PRINT)

Cindy Turner

TITLE

Project Manager

SIGNATURE



DATE

12/18/2013

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation

- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top - Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

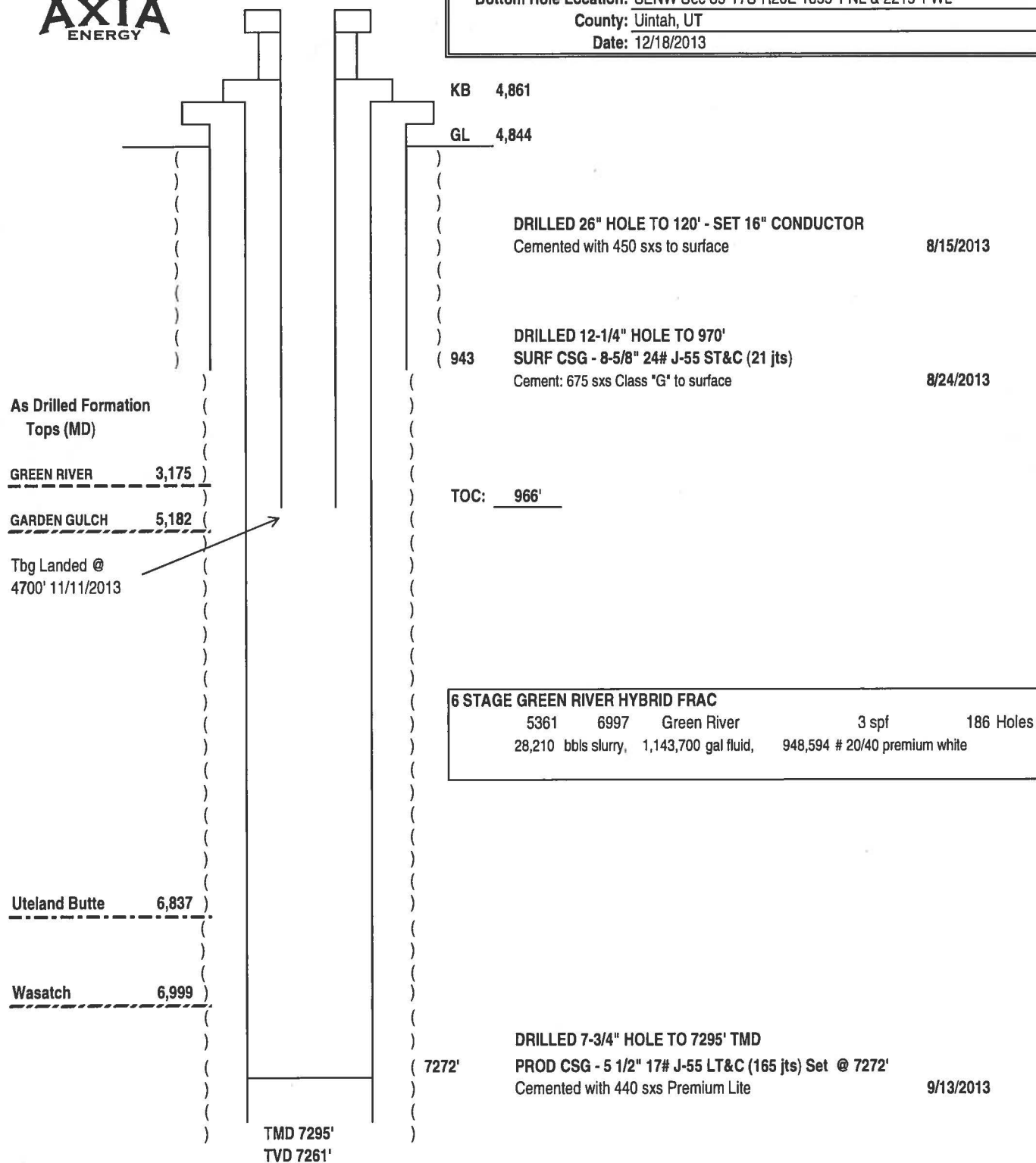
Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

Fax: 801-359-3940

WELLBORE DIAGRAM (after completion)

Company: Axia Energy, LLC
Lease Name: Three Rivers Fed 35-32-720
Surface Location: SENW Sec 35-T7S-R20E 1584' FNL & 2640' FWL
Bottom Hole Location: SENW Sec 35-T7S-R20E 1855' FNL & 2215' FWL
County: Uintah, UT
Date: 12/18/2013



Job Number: 3532720	State/Country: UTAH, USA
Company: AXIA ENERGY	Declination: 9.70 EAST TO GRID
Lease/Well: THREE RIVERS FED. 35-32-720	Grid: □
Location: Uintah County	File name: C:\WINSERVE\3532720.SVY
Rig Name: CAPSTAR 321	Date/Time: 12-Sep-13 / 16:50
RKB: 13' ABOVE GROUND LEVEL	Curve Name: Three Rivers Fed. 35-32-720
G.L. or M.S.L.: 4844' ABOVE SEA LEVEL	

Bighorn Directional Inc.

WINSERVE SURVEY CALCULATIONS
 Minimum Curvature Method
 Vertical Section Plane 247.95
 Vertical Section Referenced to Wellhead
 Rectangular Coordinates Referenced to Wellhead

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE Distance FT	Direction Deg	Dogleg Severity Deg/100
.00	.00	.00	.00	.00	.00	.00	.00	.00	.00
990.00	.30	84.80	990.00	.23	2.58	-2.48	2.59	84.80	.03
1075.00	1.00	248.10	1074.99	-.02	2.11	-1.95	2.11	90.58	1.52
1160.00	2.40	255.10	1159.95	-.76	-.29	.56	.81	201.23	1.66
1246.00	3.30	261.20	1245.85	-1.60	-4.48	4.75	4.76	250.37	1.10
1331.00	4.00	248.60	1330.67	-3.05	-9.66	10.10	10.13	252.45	1.25
1416.00	5.30	249.80	1415.39	-5.49	-16.10	16.99	17.01	251.17	1.53
1502.00	6.80	248.00	1500.91	-8.77	-24.55	26.05	26.07	250.34	1.76
1587.00	7.60	250.40	1585.24	-12.54	-34.51	36.70	36.72	250.03	1.01
1672.00	8.60	250.50	1669.39	-16.55	-45.80	48.66	48.70	250.13	1.18
1758.00	8.40	251.80	1754.45	-20.66	-57.83	61.35	61.41	250.34	.32
1843.00	8.20	250.50	1838.56	-24.62	-69.44	73.60	73.67	250.48	.32
1929.00	9.30	250.70	1923.55	-28.96	-81.78	86.67	86.76	250.50	1.28
2014.00	9.10	248.40	2007.46	-33.71	-94.51	100.25	100.34	250.37	.49
2100.00	8.90	246.50	2092.40	-38.86	-106.94	113.70	113.78	250.03	.42
2185.00	8.20	242.50	2176.46	-44.28	-118.34	126.31	126.36	249.48	1.08
2270.00	8.30	248.40	2260.58	-49.34	-129.42	138.48	138.51	249.13	1.00
2356.00	8.10	246.90	2345.70	-54.00	-140.77	150.75	150.77	249.01	.34
2441.00	7.80	244.40	2429.88	-58.85	-151.48	162.49	162.51	248.77	.54
2526.00	8.40	250.60	2514.04	-63.40	-162.54	174.45	174.46	248.69	1.25
2612.00	8.30	249.60	2599.13	-67.65	-174.28	186.93	186.95	248.79	.21
2697.00	8.30	249.50	2683.24	-71.94	-185.78	199.19	199.22	248.83	.02
2783.00	8.30	247.90	2768.33	-76.45	-197.34	211.61	211.63	248.82	.27
2868.00	8.00	244.40	2852.48	-81.31	-208.36	223.65	223.66	248.68	.68
2954.00	8.50	251.00	2937.59	-85.97	-219.77	235.97	235.98	248.64	1.24

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	C L O S U R E		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
3039.00	8.30	246.60	3021.68	-90.45	-231.34	248.37	248.39	248.65	.79
3125.00	8.30	249.70	3106.78	-95.07	-242.86	260.78	260.80	248.62	.52
3210.00	8.00	245.90	3190.92	-99.61	-254.01	272.83	272.84	248.59	.73
3295.00	7.90	242.80	3275.10	-104.70	-264.60	284.55	284.56	248.41	.52
3381.00	8.00	246.20	3360.28	-109.81	-275.34	296.42	296.43	248.26	.56
3467.00	7.60	239.60	3445.48	-115.11	-285.72	308.03	308.03	248.06	1.14
3552.00	7.60	245.30	3529.74	-120.30	-295.67	319.21	319.21	247.86	.89
3637.00	8.00	249.40	3613.95	-124.73	-306.32	330.74	330.74	247.84	.81
3723.00	7.60	249.30	3699.15	-128.84	-317.24	342.40	342.40	247.90	.47
3808.00	8.10	250.80	3783.36	-132.80	-328.15	354.00	354.00	247.97	.64
3894.00	6.80	259.50	3868.63	-135.72	-338.88	365.04	365.05	248.17	2.00
3979.00	7.20	249.70	3953.00	-138.49	-348.82	375.30	375.31	248.35	1.48
4064.00	7.10	240.70	4037.34	-142.91	-358.40	385.83	385.84	248.26	1.32
4150.00	7.60	238.70	4122.64	-148.46	-367.89	396.72	396.72	248.02	.65
4235.00	8.10	240.70	4206.84	-154.31	-377.92	408.21	408.21	247.79	.67
4321.00	8.30	241.10	4291.96	-160.28	-388.64	420.38	420.39	247.59	.24
4406.00	7.40	234.10	4376.17	-166.45	-398.44	431.79	431.81	247.33	1.54
4492.00	6.70	238.70	4461.52	-172.31	-407.22	442.12	442.17	247.07	1.05
4577.00	6.00	240.10	4545.99	-177.10	-415.30	451.41	451.49	246.91	.84
4663.00	5.60	265.00	4631.57	-179.70	-423.38	459.88	459.94	247.00	2.94
4748.00	4.30	255.50	4716.25	-180.86	-430.60	467.00	467.04	247.22	1.80
4834.00	3.00	264.10	4802.07	-181.90	-435.96	472.36	472.39	247.35	1.64
4919.00	1.10	289.50	4887.02	-181.86	-438.94	475.11	475.12	247.50	2.42
5004.00	1.10	262.60	4972.00	-181.69	-440.52	476.51	476.52	247.59	.60
5090.00	.30	313.80	5058.00	-181.64	-441.50	477.40	477.41	247.64	1.09
5175.00	.40	220.70	5142.99	-181.71	-441.86	477.75	477.76	247.65	.60
5260.00	1.10	192.50	5227.99	-182.73	-442.23	478.48	478.49	247.55	.91
5346.00	1.50	181.90	5313.96	-184.66	-442.44	479.41	479.43	247.35	.54
5431.00	1.60	180.60	5398.93	-186.96	-442.49	480.31	480.37	247.09	.12
5517.00	1.80	175.60	5484.90	-189.51	-442.40	481.19	481.28	246.81	.29
5602.00	2.40	183.80	5569.84	-192.62	-442.41	482.37	482.53	246.47	.79
5688.00	2.70	182.90	5655.75	-196.44	-442.64	484.01	484.27	246.07	.35
5773.00	2.80	174.80	5740.66	-200.50	-442.55	485.45	485.85	245.63	.47
5858.00	3.20	172.30	5825.54	-204.92	-442.04	486.64	487.23	245.13	.50
5944.00	3.30	168.50	5911.40	-209.73	-441.23	487.69	488.54	244.58	.28
6029.00	3.30	165.00	5996.26	-214.49	-440.11	488.44	489.59	244.02	.24
6114.00	3.20	164.70	6081.12	-219.14	-438.85	489.02	490.52	243.46	.12
6200.00	2.90	167.80	6167.00	-223.58	-437.76	489.67	491.55	242.94	.40
6285.00	2.90	165.50	6251.89	-227.76	-436.76	490.32	492.58	242.46	.14
6371.00	2.90	166.40	6337.78	-231.98	-435.71	490.93	493.62	241.97	.05
6456.00	2.80	166.00	6422.68	-236.09	-434.70	491.53	494.67	241.49	.12
6542.00	2.60	169.60	6508.58	-240.04	-433.84	492.22	495.82	241.04	.30
6627.00	2.70	174.00	6593.49	-243.93	-433.28	493.17	497.23	240.62	.27
6713.00	2.80	171.20	6679.39	-248.02	-432.75	494.21	498.78	240.18	.19
6798.00	2.60	162.70	6764.30	-251.91	-431.86	494.84	499.96	239.74	.53

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	C L O S U R E		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
6884.00	2.40	156.90	6850.22	-255.43	-430.57	494.97	500.64	239.32	.37
6969.00	2.30	159.80	6935.14	-258.67	-429.28	494.99	501.19	238.93	.18
7054.00	2.50	161.00	7020.07	-262.02	-428.09	495.15	501.91	238.53	.24
7140.00	2.30	161.00	7105.99	-265.43	-426.92	495.34	502.70	238.13	.23
7225.00	2.30	157.50	7190.93	-268.62	-425.71	495.42	503.37	237.75	.17

STRAIGHT LINE PROJECTION TO TD.

7295.00	2.30	157.50	7260.87	-271.21	-424.64	495.39	503.86	237.43	.00
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STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9			
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-88623			
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:			
2. NAME OF OPERATOR: ULTRA RESOURCES INC		8. WELL NAME and NUMBER: THREE RIVERS FED 35-32-720			
3. ADDRESS OF OPERATOR: 304 Inverness Way South #245 , Englewood, CO, 80112		9. API NUMBER: 43047530050000			
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1584 FNL 2640 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 35 Township: 07.0S Range: 20.0E Meridian: S		9. FIELD and POOL or WILDCAT: THREE RIVERS COUNTY: UINTAH STATE: UTAH			
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA					
TYPE OF SUBMISSION <input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 8/15/2013 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	TYPE OF ACTION <table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/> </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>			
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. Ultra requests to update the SHL per As-Drilled plat attached.					
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY March 11, 2014					
NAME (PLEASE PRINT) Jenna Anderson	PHONE NUMBER 303 645-9804	TITLE Permitting Assistant			
SIGNATURE N/A	DATE 3/7/2014				

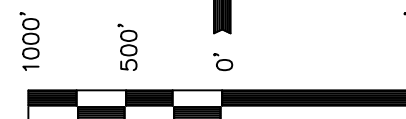
ULTRA RESOURCES, INC.

Well location, (AS-DRILLED) THREE RIVERS
FEDERAL #35-32-720, located as shown
in the SE 1/4 NW 1/4 of Section 35,
T7S, R20E, S.L.B.&M., Uintah County,
Utah. BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, Uintah COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PAGE WAS PREPARED FROM
FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE
BEST OF MY KNOWLEDGE AND BELIEF.





REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 02-26-1	DATE DRAWN: 03-03-14
C.A. M.P. S.S.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE ULTRA RESOURCES, INC.	

RECEIVED: Mar. 07, 2014

LEGEND:

-  = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)
 = 90° SYMBOL
 = AS-DRILLED WELL HEAD.
 = SECTION CORNERS LOCATED.

NAD 83 (AS-DRILLED SURFACE LOCATION)	
LATITUDE	= 40°10'09.00" (40.169167)
LONGITUDE	= 109°38'09.63" (109.636008)

ULTRA RESOURCES, INC.

AS-BUILT SITE PLAN FOR

THREE RIVERS FEDERAL #35-32-720

SECTION 35, T7S, R20E, S.L.B.&M.

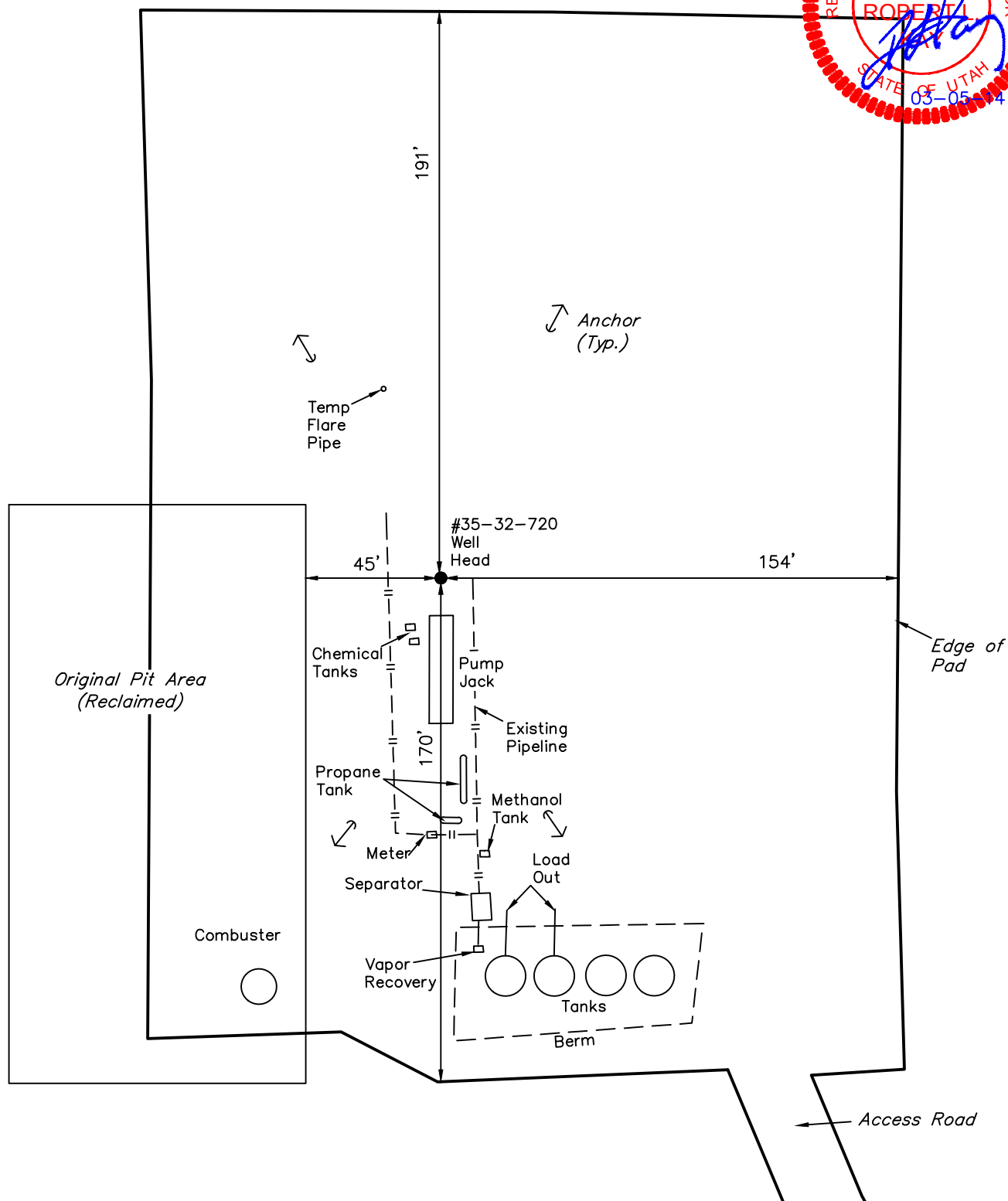
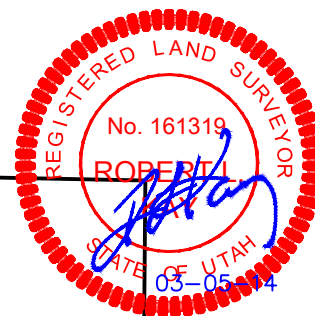
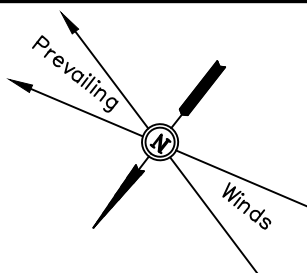
1582' FNL 2640' FWL

FIGURE #1

SCALE: 1" = 50'

DATE: 03-03-14

DRAWN BY: S.S.



UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: Mar. 07, 2014